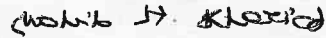


FORM A
(Pursuant to clause 31(a) of the Listing Agreement)

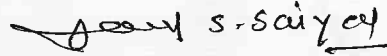
1	Name of the company	:	Chartered Capital And Investment Limited
2	Annual financial statements for the year Ended	:	March 31, 2015
3	Type of Audit observation	:	Un-qualified Audit Report
4	Frequency of observation	:	Not Applicable

For Chartered Capital And Investment Ltd



Mohib N Khericha
Managing Director

For Chartered Capital And Investment Ltd



Javed S Saiyed
Chief Financial Officer

For Chartered Capital And Investment Ltd



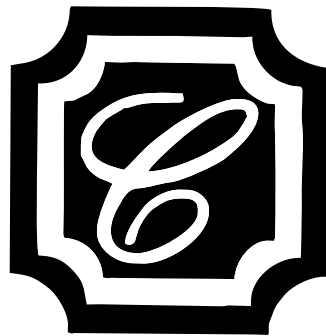
Ashok Kavdia
Chairman of Audit Committee

For Mayank Shah & Associates
(Firm Registration No. 106109W)
Chartered Accountants



M. S. Shah
Partner
Membership No. 44093

**TWENTY NINTH ANNUAL REPORT
2014-2015**



CHARTERED CAPITAL AND INVESTMENT LIMITED

**Registered Office : 711, Mahakant, Opp. V.S. Hospital,
Ellisbridge, Ahmedabad - 380 006**

CHARTERED CAPITAL AND INVESTMENT LIMITED

BOARD OF DIRECTORS

- | | |
|--------------------------|-------------------|
| 1. Mr. Sanatan N. Munsif | Chairman |
| 2. Mr. A. L. Sanghvi | Vice Chairman |
| 3. Mr. Mohib N. Khericha | Managing Director |
| 4. Mr. Ashok Kavdia | Director |
| 5. Mr. Deepak P. Singhvi | Director |
| 6. Mrs. Sofia M Khericha | Director |

AUDITORS

M/s Mayank Shah & Associates
Chartered Accountants
706, Mahakant Building, Opp. V. S. Hospital
Ellisbridge, Ahmedabad-380006

COMPANY SECRETARY

Manoj Kumar Ramrakhiani

BANKERS

Corporation Bank
HDFC Bank Ltd.

REGISTERED OFFICE

711, Mahakant,
Opp. V S Hospital, Ellisbridge,
Ahmedabad- 380006

CIN

L45201GJ1986PLC008577

WEBSITE

www.charteredcapital.net

SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
LBS Marg, Bhandup West,
Mumbai-400078

ISIN No. : INE 953B01010

BSE Code : 511696

NOTICE

Notice is hereby given that 29th Annual General Meeting of the company will be held on Wednesday, September 30, 2015 at 11:00 a.m. at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad - 380006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2015 and the Profit and Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sofia M Khericha (DIN: 02695350), who retires by rotation and being eligible, has offered herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the retiring statutory auditors, M/s Mayank Shah & Associates, Chartered Accountants (Firm Registration No.106109W), be and are hereby re-appointed as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors”.

By order of the Board of Directors

Place : Ahmedabad
Date : August 28, 2015

Mohib N. Khericha
Managing Director

Registered Office:

711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006
CIN : L45201GJ1986PLC008577,
Email : info@charteredcapital.net, investors@charteredcapital.net
Website : www.charteredcapital.net,
Phone : 079-2657 5337, 2657 7571, Fax: 079-2657 5731

Notes

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A proxy in order to be effective must be lodged at the registered office of the company, duly completed and signed, at least 48 hours before the commencement of the meeting.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is not required to be attached herewith as there is no Special Business to be transacted at the meeting.
4. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically, on all proposed resolutions set forth in this Notice, in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement (including any statutory modification or re-enactment thereof for the time being in force). For this purpose, the Company has availed the services of Central Depository Services (India) Limited (CDSL) for e-voting facility (“remote e-voting”). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

CHARTERED CAPITAL AND INVESTMENT LIMITED

The instructions for shareholders voting electronically (“Remote E-Voting”) are as under:

- (i) The voting period begins on Sunday, September 27, 2015 at 9:00 a.m. and ends on Tuesday, September 29, 2015 at 5:00 p.m.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Chartered Capital And Investment Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
5. Members are requested to note that the facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting as mentioned above shall be able to exercise their right at the meeting. Further note that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
6. The Company has appointed Mr. D.A. Rupawala, Proprietor D.A. Rupawala & Associates, Practicing Chartered Accountants as the scrutinizer for conducting the e-voting/Postal Ballot process in a fair and transparent manner.
7. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour of or against, if any forthwith to the Chairman of the Company.
8. The result of the e-voting/Postal Ballot shall be declared on or after the 29th AGM of the Company. The results declared along with the Scrutinizer’s report shall also be displayed on the Company’s website www.charteredcapital.net and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited, the stock exchanges where the Company’s shares are listed. The date of declaration of voting result will be taken to be the date of passing of the resolutions.
9. Members/ proxies should bring attendance slip, duly filled in, for attending the meeting and submit the same to the entrance of venue of the AGM.
10. Members/ proxies attending the meeting should bring their copy of the Annual Report for reference at the meeting.
11. Members are requested to notify immediately any change in address, email ids etc :
- To their Depository Participants (DPs) in respect of the electronic share accounts; and
 - To Share Transfer Agent of the Company in respect of their Physical share folios along with Bank particulars.
- 12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
13. The register of Members and share transfer books of the company will remain closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive).

CHARTERED CAPITAL AND INVESTMENT LIMITED

14. As per the requirement of clause 49 of the listing agreement on Corporate Governance, details including the profile of Director seeking re-appointment due to retirement by rotation, is given below.

Name of the Director	Mrs. Sofia M Khericha
Date of Birth	November 13, 1957
Date of Appointment	September 30, 2014
Expertise in specific functional areas	Over 16 years of experience in the field of banking, Airline Industry, retail garment sector
Qualifications	B.A. (English Literature) Honours, LL.B.
List of outside Directorship/membership in LLP held	Laburnum Chemicals Pvt. Ltd. Saphire Finman Services LLP
Chairman/member of the committee of the Board of Directors of the Company*	None
Chairman/member of the committee of the Board of Directors of other Companies in which he is a director*	None
Shareholding in the company	1,29,000 Equity Shares (4.28%)
Relationships, if any, between directors	Wife of Mr. Mohib N Khericha

* Only Audit Committee & Shareholders/Investor Grievance/Stakeholders Relationship Committee had been considered.

15. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays, between 11.00 am to 1.00 pm prior to the date of Annual General Meeting.
16. Securities and Exchange Board of India ("SEBI") has made it mandatory to quote Permanent Account Number (PAN) for transfer/ transmission of shares in physical form and hence, the transferee(s)/ legal heir(s) is required to furnish a copy of his/her PAN to the Share Transfer Agent.
17. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
18. Members who hold shares in dematerialized form are requested to bring their Client Id and DP ID for easier identification of attendance at the AGM. The Annual Listing Fees for the year 2015-2016 of the stock exchange on which shares of the company are listing, have been paid.
19. Members desirous of obtaining any information concerning the accounts and operations of the company are requested to address their questions to the company so as to reach at least 10 days before the date of the meeting, so that the information required will be made available at the meeting, to the best extent possible.

By order of the Board of Directors

Place : Ahmedabad
Date : August 28, 2015

Mohib N. Khericha
Managing Director

Registered Office:

711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006
CIN : L45201GJ1986PLC008577,
Email : info@charteredcapital.net, investors@charteredcapital.net
Website : www.charteredcapital.net,
Phone : 079-2657 5337, 2657 7571, Fax: 079-2657 5731

DIRECTORS' REPORT

To,
Dear Shareholders of
Chartered Capital and Investment Limited

Your Directors are pleased to present herewith the 29th Annual Report together with the Annual Audited Accounts of the Company for the year ended March 31, 2015.

FINANCIAL RESULTS

The Financial results for the year ended March 31, 2015 are summarized as under:

Particulars	(Rs. In Lacs)	
	For the year ended	
	31/03/2015	31/03/2014
Total Income	313.58	226.41
Profit (Loss) before depreciation and taxes	131.07	116.19
Less: Depreciation	5.69	2.89
Less: Tax Expenses	54.28	16.28
Profit (Loss) After Tax	71.11	97.01

OPERATIONS

During the year under review, though the gross total income of the Company increased to Rs.313.58 lacs from Rs.226.41 during the previous year, the profit after tax decreased to Rs.71.11 lacs from Rs.97.01 lacs during the previous year mainly due to loss on sale of investment. The overall improvement in the capital market was the main reason for increase in the total income of the company which directors expect to continue in the coming years also.

CHANGES IN THE NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year under review. The company is mainly engaged in the providing merchant banking services to its clients. In addition, income also arises from the sale of investment made by the company.

TRANSFER TO RESERVE

No amount was transferred to or from General Reserve or Securities Premium Account during the year under review. Entire profit of the company for the year under review was transferred to Profit & Loss Account of the Company.

DIVIDEND

The Board of Directors does not recommend any dividend for the year 2014-2015 with a view to reinvest the profit for the operations of the Company.

DIRECTORS**Constitution of the Board**

The Board of Directors of the Company is constituted in compliance with the Companies Act and the Listing Agreement with the Stock Exchange. The Company has a balanced board with optimum combination of Executive, Non-Executive and Woman Directors which includes independent professionals. As on March 31, 2015, the Board of Directors of the company comprises of 6 Directors. Their details as on March 31, 2015 are as under:

CHARTERED CAPITAL AND INVESTMENT LIMITED

Name	Category/ Designation	No. of outside Directorship and Committee membership/ Chairmanship				Inter se relationship between Directors
		Directorship [#]		Committee membership /Chairmanship [*]		
		Public Company	Private Company	Membership	Chairmanship	
Mr. Sanatan N. Munsif	Independent Director & Chairman	Nil	Nil	Nil	Nil	Nil
Mr. A. L. Sanghvi	Promoter Director, Non Executive Director & Vice Chairman	Nil	1	Nil	Nil	Nil
Mr. Mohib N. Khericha	Promoter Director, Managing Director	4	9	1	4	Husband of Mrs. Sofia M Khericha
Mrs. Sofia M Khericha	Promoter Director, Non Executive Woman Director	Nil	1	Nil	Nil	Wife of Mr. Mohib N Khericha
Mr. Deepak P. Singhvi	Independent Director	Nil	6	Nil	Nil	Nil
Mr. Ashok Kavdia	Independent Director	Nil	1	Nil	Nil	Nil

* Only Audit Committee and Shareholders/Investor Grievance/ Stakeholders Relationship Committee of public limited listed companies have been considered.

Outside Directorship of Directors does not include directorship in any foreign company.

Appointment/Re-appointment of Directors

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the company, Mrs. Sofia M Khericha, Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment. She is wife of Mr. Mohib N Khericha, Managing Director of the Company.

A brief resume of the Director proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the BSE Limited, is provided in the Notes to the Notice of the Annual General Meeting.

Changes in Directors and Key Managerial Personnel

During the year under review, shareholders of the company at their previous Annual General Meeting approved the appointment of Mr. Sanatan N Munsif, Mr. Ashok Kavdia and Mr. Deepak P Singhvi as independent directors of the Company for a term of five years. In addition, Mr. A L Sanghvi was re-appointed and Mrs. Sofia M Khericha was appointed as director liable to retire by rotation. At the same AGM, Mr. Mohib N Khericha was re-appointed as Managing Director of the Company.

Mrs. Sofia M Khericha, Director of the company retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered herself for reappointment. She is wife of Mr. Mohib N Khericha, Managing Director of the Company.

Mr. Javed S Saiyed who was already heading after finance, accounts and general administration functions of the company was re-designated as Chief Financial Officer of the company with effect from April 1, 2014 pursuant to provisions of section 203 of the Companies Act, 2013.

Familiarisation Programme for independent Directors

Independent Directors at the time of their appointment are given the formal appointment letter mentioning various terms and conditions of their engagement. Independent Directors of the company are made aware of their role, duties, rights and responsibilities at the time of their appointment.

In order to familiarize the independent Directors with the business of the Company, presentation was made covering nature and scope of business, nature of industry in which company operates, profitability and future scope.

The Board of Directors have complete access to the information within the company and to interact with senior management personnel. Independent Directors have freedom to interact with the management of the company.

Board evaluation

The board has carried out an annual performance evaluation of its own performance, its committees, the Directors individually and the overall performance has been rated as satisfactory.

The evaluation of board shall be carried out annually as per the provisions of the Companies Act, 2013, rules thereof and Listing Agreement. Performance evaluation of each Director will be based on the criteria as laid down from time to time by the Nomination and Remuneration Committee.

Criteria for performance evaluation shall include aspects such as attendance for the meetings, participation and independence during the meetings, interaction with Management, Role and accountability to the Board, knowledge and proficiency and any other factors as may be decided by the Nomination and Remuneration Committee. Further, performance evaluation of an Executive Director will also be based on business achievements of the company.

The independent directors have also met separately on February 9, 2015.

Remuneration Policy

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for the selection and appointment of directors, KMP & senior management personnel and their remuneration. The requisite detail as required under section 178(3) and (4) and listing agreement is attached herewith as Annexure-A.

Number of meetings of the Board

The Board of Directors met 11 times during the year. The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Director	No. of Board Meetings		Last AGM attended
	Held	Attended	
Mr. Sanatan Munsif	11	4	No
Mr. A.L.Sanghvi	11	11	Yes
Mr. Mohib N. Khericha	11	11	Yes
Mr. Ashok Kavdia	11	11	Yes
Mr. Deepak Singhvi	11	3	No
Mrs. Sofia M Khericha*	4	4	No

* Mrs. Sofia M Khericha was appointed as Director on 30.09.2014 and thereafter only 4 board meetings were held during the year.

Declaration by Independent Directors

All the Independent Directors of the company have furnished declarations that they comply the conditions of being Independent as per Section 149(6) & (7) of the Companies Act, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to clause 49 of the Listing Agreement with BSE, Management Discussion and Analysis Report has been enclosed herewith as "Annexure-B" and forms part of Director's Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under section 92(3) of the Companies Act, 2013 is attached as Annexure - C.

CORPORATE GOVERNANCE

Please note that Clause 49 of the Listing Agreement relating to the Corporate Governance is not mandatorily applicable to the company with effect from October 1, 2014. This is as per SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, according to which Clause 49 shall not be mandatorily applicable on "Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year". As on March 31, 2015, the paid up equity share capital and net worth of our company are Rs.3.01 Crores and Rs.22.39 Crores respectively and therefore the provisions of the clause 49 are no more mandatorily applicable on our Company. Even on March 31, 2014, the paid up equity share capital and net worth of our company were Rs.3.01 Crores and Rs.21.69 Crores respectively.

However, as the provision of clause 49 of the listing agreement was applicable to the company for a part of the year under review i.e. till September 30, 2014, we are attaching a separate report on Corporate Governance in the Annual Report marked as "Annexure-D" to the Director's Report confirming the compliance with the provisions of clause 49 to the extent applicable on the company till September 30, 2014. The certificate from Statutory Auditor of the Company, regarding the compliance of conditions on Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchange forms part of the said report.

CHARTERED CAPITAL AND INVESTMENT LIMITED

CEO/CFO CERTIFICATION

As mentioned above, the clause 49 of the Listing Agreement is not mandatorily applicable on the company w.e.f. October 1, 2014. However, as the provision of clause 49 of the listing agreement was applicable to the company for a part of the year under review i.e. till September 30, 2014, a certificate from the Managing Director and Chief Financial Officer of the Company, pursuant to Clause 49(IX) of the Listing Agreement has been placed before the Board at its Meeting held on August 28, 2015 and has been disclosed in the Corporate Governance Report forming part of the Annual Report.

SEBI'S ORDER IN THE MATTER OF IPO OF RDB RASAYANS LIMITED

SEBI has vide its order dated May 13, 2015, in respect of Chartered Capital And Investment Limited in the matter of IPO of RDB Rasayans Limited, disposed off the matter without any further direction in the matter.

Our Company has filed an appeal against SEBI order May 13, 2015 with Hon'ble Securities Appellate Tribunal (SAT) for directing SEBI to remove remarks made against the Company and same is still pending.

STOCK EXCHANGES

The Company's shares are presently listed on BSE Limited. The company has paid necessary listing fees of BSE for the year 2015-2016.

DIRECTORS' RESPONSIBILITY STATEMENT:

As per section 134(3) of the Companies Act, 2013, the Directors state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015 and of the profit of the company for the year ended on that date;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis;
- v) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REPORTING OF FRAUD BY AUDITORS OF THE COMPANY

There are no incidence of fraud reported by the auditors as required under section 143 (12) of the Companies Act, 2013.

REPORTS BY AUDITORS

Statutory Auditor

M/s Mayank Shah & Associates, Chartered Accountants (Firm Registration No. 106109W) were re-appointed as statutory auditor of the Company in the last Annual General Meeting of the Company held on September 30, 2014, to hold office from last AGM upto the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Board.

There are no qualifications, reservations or adverse remarks or disclaimers made by the auditors in their report on the financial statements of the company for the financial year ended March 31, 2015. The notes on the Financial Statements referred to in the Auditors Reports are self-explanatory and do not call for any comments or explanations.

Secretarial Auditor

Pursuant to Section 204 of the Companies Act, 2013 Secretarial Audit Report for the financial year ended on March 31, 2015 given by M/s Nahidakhtar Vhora & Company, Practicing Company Secretaries is attached as Annexure-E. The Secretarial Auditor Report are self-explanatory and do not call for any comments or explanations.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF COMPANIES ACT, 2013

Particulars of loans and guarantee given and the investments made by the company as at March 31, 2015 are forming part of financial statements.

STATE OF THE COMPANY'S AFFAIR

Slowly but gradually the business of the company is picking up the pace and total income of the Company increased to Rs.313.58 lacs from Rs.226.41 during the previous year, though the profit after tax decreased to Rs.71.11 lacs from Rs.97.01 lacs during the previous year. We expect that the business of the company will grow in the time to come as the sign of revival of primary market has started with the few IPOs being launched during last few months and more in pipeline and expected to open in the near future. This revival of primary market coupled with the robust performance in the secondary market is expected

to help us in growing the business of the company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO**A. Conservation of energy**

(a) the steps taken or impact on conservation of energy: As the operations of the Company are not energy intensive, the same is not applicable. However, adequate measures have been initiated for conservation of energy.

(b) the steps taken by the company for utilising alternate sources of energy: Though the operations of the Company are not energy intensive, the company shall explore the alternate sources of energy as and when necessity arises.

(c) the capital investment on energy conservation equipments: Nil

B. Technology absorption-

(a) the efforts made towards technology absorption: The operation of the company are of a nature where no major technology is used and therefore same is not applicable.

(b) the benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable

(c) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : Not Applicable

i. the details of technology imported;

ii. the year of import;

iii. whether the technology been fully absorbed;

iv. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

(d) the expenditure incurred on Research and Development : Nil/ Not Applicable

C. Foreign exchange earnings and Outgo

There was no inflow or outflow of foreign exchange during the year under review.

RISK MANAGEMENT POLICY

The organization is in the process of strengthening its Risk Management framework with an endeavour to enhance the control environment via risk mitigation and reducing the impact of risks concerning the business of the company within the acceptable levels. It has been carried out in a phased manner wherein due emphasis is being given on identification, assessment and mitigation thereof through economic control of those risks that endanger to the assets and business of the Company.

To achieve the aforesaid objectives, the Board of Directors of your company has framed the Risk Management policy to identify, assess and mitigate the risk associated with the Business of the Company.

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR)

The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, are not applicable to the Company as it doesn't fall in any of the criteria under section 135(1) of the Companies Act, 2013.

PARTICULARS OF REMUNERATION OF MANAGERIAL PERSONNEL AND RELATED DISCLOSURES

The ratio of remuneration of each director to the median employee's remuneration and other details in terms of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 forms part of this report and is attached as Annexure-F.

None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed under rule 5(2) & 5(3) of the Companies (Appointment and remuneration of Managerial personnel) Rules, 2014, during the year under review. Accordingly, no such disclosure is required to be made.

POLICY FOR PREVENTION OF SEXUAL HARASSMENT

The Company has framed a policy on prevention of sexual harassment of women staff at workplace. No case was reported during the year under review under the policy.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has formulated a vigil mechanism through Whistle Blower Policy dealing with the instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct. The details of the policy is explained in the Corporate

CHARTERED CAPITAL AND INVESTMENT LIMITED

Governance Report and also posted on the website of the Company.

AUDIT COMMITTEE

The detail of the Audit Committee including its composition and terms of reference is mentioned in the Corporate Governance Report forming part of the Directors' Report.

The Board, during the year under review, had accepted all recommendations made to it by the Audit Committee.

INTERNAL CONTROL SYSTEMS

The Company maintains adequate and effective Internal Control System commensurate with its size and nature of business. Company believe that internal control system provide, among other things, a reasonable assurance that transactions are executed with management authorization and that they are recorded in all material respects to permit preparations of financial statements in conformity with established accounting principles and that the asset of the company are adequately safeguarded against significant misuse or loss.

Some significant features of the Internal Control Systems are:

- Implementation and control of all transactions including finance, requisitions, quality and costing;
- Internal audits are conducted by external auditors and they audit all aspects of business;
- Extensive Audit programme and periodic review by Management and Audit Committee.

The Audit Committee closely interacts with and guides management and alongwith statutory auditors and internal auditors' reviews significant findings and follows up thereon.

RELATED PARTY TRANSACTIONS

There is no related party transaction during the year under review, except the remuneration paid to Mr. Mohib N Khericha, Managing Director of the Company. Related party transactions policy is available on website of the company.

DEPOSITS

During the year Company has not accepted any fixed deposits. As on March 31, 2015, there are no fixed deposits with the Company.

SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

ACKNOWLEDGEMENT

The Board of Directors wish to express their gratitude and appreciation for the continuous support and co-operation extended by the Banks, the Securities and Exchange Board of India, the Stock Exchange, various Government authorities, Financial Institutions and all shareholders.

Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

CAUTIONARY NOTE

The statements forming part of the Directors' Report may contain certain forward looking remarks within the meaning of applicable security laws and regulations. The actual results, performance, achievements of the company may be materially different from any future results, performance or achievements that may be expressed or implied by such forward looking statements.

For and on behalf of Board of Directors

Place : Ahmedabad
Date : August 28, 2015

Mohib N Khericha **A L Sanghvi**
Managing Director *Vice Chairman*

ANNEXURE – A NOMINATION & REMUNERATION POLICY

Introduction:

This policy applies to the Board of directors, Key Managerial Personnel and Senior Management Personnel of Chartered Capital And Investment Limited. ("The Company").

The policy envisages framework for nomination, remuneration and evaluation of Board of Directors, Key Managerial Personnel and Senior Management Personnel in adherence to the requirement of section 178 of the Companies Act, 2013, Clause 49 of the Listing Agreement and in line with the company philosophy toward nurturing its human resource.

The Company has a Remuneration Committee of the Board, consisting of three Non Executive Directors, pursuant to requirements of the Companies Act, 2013 and Listing Agreements with the Stock Exchanges. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board in their meeting held on August 14, 2014 reconstituted the "Remuneration Committee" to "Nomination and Remuneration Committee".

1. Definitions:

"Board" means the Board of Directors of the company.

"Independent Director" means a director referred to in Section 149(6) of the Companies Act, 2013.

"Key Managerial Personnel ('KMP')" means

(i) Chief Executive Officer or the Managing Director or the Manager;

(ii) Whole-time Director;

(iii) Chief Financial Officer;

(iv) Company Secretary; and

(v) Such other officers as may be prescribed under the act from time to time.

"Nomination and Remuneration Committee" ("Committee") means the Committee of the Board constituted or re-constituted from time to time under the provisions of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013.

"Senior Management Personnel ('SMP')" means a company employee who is member of its core management team excluding Board of Directors and are one level below the executive directors, including functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them herein.

2. Appointment and removal of Director, KMP and SMP

2.1. Criteria for appointment of Director, KMP and SMP

The Committee shall consider the following factors for identifying the person who are qualified to becoming Director and who can be appointed as KMP or SMP:

2.1.1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or as KMP or SMP and recommend to the Board his/ her appointment

2.1.2. A Person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

2.1.3. An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

2.1.4. The Company may appoint or continue the employment of any person as Wholetime Director who has attained the age of seventy years subject to the approval of shareholders by passing a special resolution. The explanatory statement annexed to the notice for such motion indicating the justification for appointing such person.

2.1.5. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP / SMP shall not be disqualified under the Companies Act, 2013, rules made there under, or any other enactment for the time being in force.

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2.1.6. The Director/Independent Director/KMP/SMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, or under listing agreement or any other enactment for the time being in force.

2.1.7. Independent Director shall meet all criteria specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder and / or as specified in Clause 49(II) (B) of the listing agreement.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate(s).

2.2. CRITERIA FOR DETERMINING POSITIVE ATTRIBUTES & INDEPENDENCE OF DIRECTORS

Criteria for determining positive attributes:

The Committee shall consider the following factors for determining positive attributes of directors (including independent directors):

2.2.1. Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.

2.2.2. Actively update their knowledge and skills with the latest developments in the Tyre/Automobile industry, market conditions and applicable legal provisions.

2.2.3. Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.

2.2.4. To assist in bringing independent judgment to bear on the Board's deliberations especially in issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

2.2.5. Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.

2.2.6. To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

Criteria for determining Independence:

The Independent Director shall qualify the criteria of independence mentioned in Section 149(6) of the Companies Act, 2013 and rules related thereto and in Clause 49(II) (B) of the listing agreement.

3. Board Diversity

The Board shall have an optimum composition of Directors comprising of experts from the different fields as may be decided by the Committee from time to time.

4. Remuneration of Managing Director/Whole-Time Directors:

The terms and conditions of appointment and remuneration payable to Managing Director and Whole-Time Directors shall be recommended by the Nomination and Remuneration Committee to the board subject to the overall limits provided under the Companies Act, 2013 and rules made thereunder including any modifications and re-enactments thereto which shall be subject to approval by the shareholders at next Annual General Meeting of the company, if required and by the Central Government in case such appointment is at variance to the conditions specified schedule V of the Companies Act, 2013. Approval of the central government is not necessary if the appointment is made in accordance with the condition specified in schedule V to the act.

As per the provision of Companies Act, 2013, the Company may appoint a person as its Managing Director or Manager, Whole-Time Director for a term not exceeding five years at a time.

The executive directors may be paid remuneration either by way of a monthly payment or at a specified percentage of net profits of the company or partly by one way and partly by other. The Board may approve payment of commission on the profits of the company subject to the overall limits provided into the act.

The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, etc. shall be decided and approved by the board on the recommendation of the committee and shall be within the overall remuneration approved by the share holders and Central Government, wherever required.

While recommending the remuneration payable to managing or whole time director, the committee shall inter alia; have regard to the following matters:

- Financial and operating performance of the company
- Relationship between remuneration and performance
- Industry/ sector trends for the remuneration paid to executive directors

5. Remuneration to Non Executive / Independent Director:

The Non Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof and are eligible for reimbursement of expenses for participation in board and other meetings.

Based on recommendation of committee, the board may decide the sitting fees payable to Non-executive directors provided that such fees shall not exceed the maximum permissible limit under the Companies act, 2013.

6. Nomination and Remuneration of KMP & SMP:

The Executive management of a company is responsible for the day to day management of a company. The Companies Act, 2013 has used the term "Key Managerial Personnel" to define the executive management.

The KMP is point of first contact between the company and its stakeholders. While the Board of Directors responsible for providing the oversight, it is Key Managerial Personnel and the Senior Management Personnel who are responsible for not just laying down the strategies as well as its implementation.

Among the KMP, remuneration of a Managing Director and Whole Time Director, shall be governed by the Section 178 of the Companies Act, 2013 dealing with "Remuneration of Managing Director and Whole Time Director".

Apart from the directors, the remuneration of all the other KMP such as the Chief Financial Officer and Company Secretary and any other officer that may be prescribed under the statute from time to time shall be determined by the committee of the company in consultation with the Managing Director and the Whole Time Director.

The Remuneration determined for all Senior Management Personnel shall be in line with the Company's philosophy to provide fair compensation to Key- Executive officer based on their performance and contribution to the company and to provide incentives.

7. Criteria for evaluation of Board

The evaluation of board shall be carried out annually as per the provisions of the Companies Act, 2013, rules thereof and Listing Agreement.

Performance evaluation of each Director will be based on the criteria as laid down from time to time by the Nomination and Remuneration Committee.

Criteria for performance evaluation shall include aspects such as attendance for the meetings, participation and independence during the meetings, interaction with Management, Role and accountability to the Board, knowledge and proficiency and any other factors as may be decided by the Nomination and Remuneration Committee.

Further, performance evaluation of an Executive Director will also base on business achievements of the company.

8. Review and Amendment

- i. The Nomination and Remuneration Committee or the Board may review the Policy as and when it deems necessary.
- ii. The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the Nomination and Remuneration Committee or by the Board as and when required.

**ANNEXURE-B
MANAGEMENT DISCUSSION AND ANALYSIS**

A. Industry Structure, Developments and Outlook

The company is operating in the Merchant Banking industry; therefore its performance is largely dependent on the state of the capital markets and the macroeconomic conditions, within the country and globally.

The Indian economy grew at 7.3 per cent in 2014-15 due to improvement in the performance of both services as well as manufacturing sectors. Some of it is also on account of overall improvement in business sentiment since the formation of the new government at the centre that has been working on improving the overall business environment in the country along with strengthening bilateral relations. The overall positive sentiment was also reflected in the improved performance of the equity market that witnessed one of the highest returns in the recent past, as also in most other segments of the financial services industry. Over time, the monetary policy has also been easing with the containment of inflation, in order to provide a further impetus to growth. All these factors have contributed to an expectation of a further improvement in the growth trajectory, with the growth rate likely to cross 8% if enabling structural reforms are implemented.

CAPITAL MARKETS

FY15 has been a great year for the capital markets, with Nifty reaching new highs and registering a 27% return-highest in last five years. The return is largely led by re-rating in valuations, which is natural given the turnaround in the political as well as economic set up. The sectoral performance is quite surprising with healthcare, a defensive sector being the best performing with 57% returns. IT, financials and industrials were other sectors which outperformed. Materials, Telecom and Utilities were the laggards, delivering only single digit returns. Going ahead, given that valuations have seen a marked improvement, it would be the earnings which should drive the performance.

Primary Markets

Equity capital raising activity witnessed a small up trend this year after subdued performance in the previous two years. The Initial Public Offer (IPO) market witnessed 46 IPOs of equity for raising an aggregate of 3,039 Crore and 24 debt issuances for raising an aggregate of 9,422 Crore in FY 2014-15 as against 38 IPOs of equity aggregating 1,236 Crore and 35 debt issuances aggregating 42,383 Crore in FY 2013-14. This fiscal year there was no Follow-on Public offer (FPO) compared to 2 FPO's in FY 2013-14 which raised an amount of 7,457 Crore. During the year, the corporate preferred to raise funds through qualified institutions placement raising an aggregate of 29,102 Crore from 51 issuances as against 13,663 Crore from 17 issuances in FY 2013-14. Corporate also raised 6,750 Crore through 18 Rights Issues in FY 2014-15 as against 4,576 Crore through 15 Rights Issues in FY 2013-14.

B. Opportunities & Threats

Opportunities:

- Low penetration of financial services and products in India;
- Regulatory reforms would aid greater participation of all class of investors;
- Favorable demographics like huge middle class, larger younger population with disposable income and investible surplus, change in attitude from wealth creation and risk taking abilities of the youth etc.;
- Corporate are looking at expanding in overseas/domestic markets through merger & acquisitions and Corporate advisory Services.

Threats:

- Execution Risk;
- Increased competition from local and global players operating in India;
- Regulatory Changer impacting the landscape of business;
- Unfavorable economic condition.

C. Segment-wise or Product-wise Performance

The Company is engaged primarily in Merchant Banking activities and there are no separate reportable segments as per the Accounting Standard 17.

D. Risk Management

It is our constant endeavour to ensure that every risk we take has been thoroughly assessed, and that all risks are concomitant with their potential return. We have worked to strengthen our enterprise wide risk management processes and practices through our risk philosophy, whose core lies in the identification, measurement, monitoring and action along with the development of risk mitigation plans.

Our risk management process is overseen by the Board of Directors. Our risk management approach and practices continued to focus on minimizing the adverse impact of risks on our business objectives and to enable the Company to leverage market opportunities based on risk-return parity. Our periodic assessment and monitoring of business risk and regulatory environment resulted in timely deployment of appropriate mitigation measures.

E. Internal Control Systems & Their Adequacy

The company's internal control systems are adequate and provide, among other things, reasonable assurance of recording transactions of operations in all material respects and of providing protection against significant misuse or loss of company assets. The internal control systems lay down the policies, authorization and approval procedures. The adequacy of the internal control systems has been reported by the auditors under the Companies (Auditor's Report) Order, 2015.

F. Discussion on Financial Performance

During the year under review, though the gross total income of the Company increased to Rs.313.58 lacs from Rs.226.41 during the previous year, the profit after tax decreased to Rs.71.11 lacs from Rs.97.01 lacs during the previous year mainly due to loss on sale of investment. The overall improvement in the capital market was the main reason for increase in the total income of the company which directors expect to continue in the coming years also.

G. Material Development in Human Resources / Industrial Relations Front, Including Number of People Employed

There has been no material development on the Human Resource / Industrial Relations front during the year. Employee relations at all levels continue to remain cordial. The Company had 7 employees as on March 31, 2015.

CAUTIONARY STATEMENT

Statements in this Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic developments in the country and improvement in the state of capital markets, changes in the Government regulations, tax laws and other status and other incidental factors.

CHARTERED CAPITAL AND INVESTMENT LIMITED**ANNEXURE-C****Form No. MGT-9****Extract of Annual Return as on the financial year ended on March 31, 2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L45201GJ1986PLC008577
Registration Date	March 21, 1986
Name of the Company	Chartered Capital And Investment Limited
Category / Sub-Category of the Company	Public Limited Company, Limited by Shares
Address of the Registered office and contact details	711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006 Tel: 079-2657 5337, 2657 7571 Fax: 079-2657 5731 Email : info@charteredcapital.net
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai-400078 Tel: 022-2594 6970, Fax: 022-2594 6969, Email: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name of Description of main products / services	NIC Code of Product / Service	% of total turnover of the Company
1	Merchant Banking Services	649	11.57
2	Dealing in Derivatives	649	87.53

Source: National Industrial Classification 2008, Ministry of Statistics and Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

Sr. No.	Name of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Not Applicable as there is no holding, subsidiary or associate company.				
2					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year i.e. April 1, 2014				No of Shares held at the end of the year i.e. March 31, 2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual /HUF	1865497	0	1865497	61.94	1865497	0	1865497	61.94	0.00
b) Central Govt / State Govt	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1) :-	1865497	0	1865497	61.94	1865497	0	1865497	61.94	0.00
(2) Foreign									
a) NRI's Individuals	0	0	0	0	0	0	0	0	0.00
b) Other - Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks/FI	0	0	0	0	0	0	0	0	0.00
e) Any Other...	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2) :-	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1865497	0	1865497	61.94	1865497	0	1865497	61.94	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0.00
b) Banks / FI	0	0	0	0	0	0	0	0	0.00
c) Central Govt / State Govt	0	0	0	0	0	0	0	0	0.00
d) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
e) Insurance Companies	0	0	0	0	0	0	0	0	0.00
f) FIIs	0	0	0	0	0	0	0	0	0.00
g) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
h) Others (specify)	0	0	0	0	0	0	0	0	0.00
Sub-total (B) (1) :-	0	0	0	0	0	0	0	0	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	220528	300	220828	7.33	220494	300	220794	7.33	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	234315	104630	338945	11.25	215585	103430	319015	10.59	(0.66)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	551447	0	551447	18.31	568403	0	568403	18.87	0.56
c) Others (specify)									
Clearing Member	32183	0	32183	1.07	35191	0	35191	1.17	0.10
NRI (Repat.)	2700	0	2700	0.09	2700	0	2700	0.09	0
Sub-total (B) (2) :-	1041173	104930	1146103	38.06	1042373	103730	1146103	38.06	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	1041173	104930	1146103	38.06	1042373	103730	1146103	38.06	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0					
Grand Total (A+B+C)	2906670	104930	3011600	100.00	2907870	103730	3011600	100.00	0.00

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ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. April 1, 2014			Shareholding at the end of the year i.e. March 31, 2015			% Change in Shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	MOHIB N KHERICHA	1686497	56.00	0.00	1686497	56.00	0.00	0.00
2	AMRITLAL SANGHVI	50000	1.66	0.00	50000	1.66	0.00	0.00
3	SOFIA M KHERICHA	129000	4.28	0.00	129000	4.28	0.00	0.00
	Total	1865497	61.94	0.00	1865497	61.94	0.00	0.00

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year i.e. April 1, 2014		Shareholding at the end of the year i.e. March 31, 2015	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	At the beginning of the year	Not Applicable as there is no change in promoters' shareholding during the year			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Top 10 Shareholders	Shareholding at the beginning of the year i.e. April 1, 2014		Share holding at the end of the year i.e. March 31, 2015		% change in share holding during the year
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	B. R. Gopalakrishna	140000	4.65	140000	4.65	0.00
2.	Javed S. Saiyed	130376	4.33	139535	4.63	0.30
3.	Shaheen Javed Saiyed	125200	4.16	125200	4.16	0.00
4.	Chartered Carriers Ltd	122750	4.08	123750	4.11	0.03
5.	Mazda Limited	45732	1.52	45732	1.52	0.00
6.	Bhaveshbhai Jivanbhai Saspara HUF	32150	1.07	32150	1.07	0.00
7.	Jainam Share Consultants Pvt. Ltd	23602	0.78	28013	0.93	0.15
8.	Santoshben Rajendrakumar Gandhi	24768	0.82	24768	0.82	0.00
9.	Chartered Motors Pvt Ltd	24667	0.82	24667	0.82	0.00
10.	Lalit Kumar Gandhi	18188	0.60	18188	0.60	0.00

v) *Shareholding of Directors and Key Managerial Personnel:*

Sl. No.	Name of the Directors and KMP	Shareholding at the beginning of the year i.e. April 1, 2014		Share holding at the end of the year i.e. March 31, 2015		% change in share holding during the year
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
DIRECTORS						
1	Mr. Mohib N. Khericha	1686497	56.00	1686497	56.00	0.00
2	Mrs. Sofia M Khericha	129000	4.28	129000	4.28	0.00
3	Mr. A. L. Sanghvi	50000	1.66	50000	1.66	0.00
4	Mr. Ashok Kavdia	0	0.00	0	0.00	0.00
5	Mr. Deepak P. Singhvi	0	0.00	0	0.00	0.00
6	Mr. Sanatan N. Munsif	0	0.00	0	0.00	0.00
KMP						
1	Mr. Javed S. Saiyed	130376	4.33	139535	4.63	0.30
2	Mr. Manoj Kumar Ramrakhyani	0	0.00	0	0.00	0.00

vi) **INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
• Addition	31905370.00	0	0	31905370.00
• Reduction	0	0	0	0
Net Change	31905370.00	0	0	31905370.00
Indebtedness at the end of the financial year				
i) Principal Amount	31905370.00	0	0	31905370.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	31905370.00	0	0	31905370.00

CHARTERED CAPITAL AND INVESTMENT LIMITED

vii) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Mohib N Khericha	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1440000.00	1440000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission	0	0
	- as % of profit	0	0
	- others, specify...	0	0
5.	Others, please specify (Provident fund)	16500.00	16500.00
	Total (A)	1456500.00	1456500.00
	Ceiling as per the Act	As per Part II of Schedule V of the Companies Act 2013	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
	Names of Directors	Mr. Ashok Kavdia	Mr. Deepak P. Singhvi	Mr. Sanatan N. Munsif	
	• Fee for attending board committee meetings	0	0	0	0
	• Commission	0	0	0	0
	• Others, please specify	0	0	0	0
	Total (1)	0	0	0	0
2.	Other Non-Executive Directors				
	Names of Directors	Mr. A. L. Sanghvi	Mrs. Sofia M Khericha		
	• Fee for attending board committee meetings	0	0	0	
	• Commission	0	0	0	
	• Others, please specify	0	0	0	
	Total (2)	0	0	0	
	Total (B)=(1+2)	0	0	0	
	Total Managerial Remuneration	0	0	0	0
	Overall Ceiling as per the Act	No sitting fee is paid to any non-executive directors. However, as per Companies Act, 2013 read with relevant rules, sitting Fee of upto Rs.1.0 lac can be paid for attending each Board/ Committee meeting.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
	Name of KMP	Mr. Manoj Kumar Ramrakhyani	Mr. Javed S. Saiyed	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	893500.00	587400.00	1480900.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	
2.	Stock Option	0	0	0
3.	Sweat Equity	0	0	0
4.	Commission			
	- as % of profit	0	0	0
	- others, specify...	0	0	0
5.	Others, please specify (Provident fund)	36000.00	28800.00	64800.00
	Total	929500.00	616200.00	1545700.00

viii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					Not Applicable as no penalties has been levied under Companies Act
Punishment					
Compounding					
B. DIRECTORS					
Penalty					Not Applicable as no penalties has been levied under Companies Act
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					Not Applicable as no penalties has been levied under Companies Act
Punishment					
Compounding					

CHARTERED CAPITAL AND INVESTMENT LIMITED

ANNEXURE-D

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

Please note that Clause 49 of the Listing Agreement relating to the Corporate Governance is not mandatorily applicable to the company with effect from October 1, 2014. This is as per SEBI Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, according to which Clause 49 shall not be mandatorily applicable on "Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year". As on March 31, 2015, the paid up equity share capital and net worth of our company are Rs.3.01 Crores and Rs.22.39 Crores respectively and therefore the provisions of the clause 49 are no more mandatorily applicable on our Company. Even on March 31, 2014, the paid up equity share capital and net worth of our company were Rs.3.01 Crores and Rs.21.69 Crores respectively.

However, as the provision of clause 49 of the listing agreement was applicable to the company for a part of the year under review i.e. till September 30, 2014, we are attaching hereunder a separate report on Corporate Governance in the Annual Report confirming the compliance with the provisions of clause 49 to the extent applicable on the company till September 30, 2014.

Company's Philosophy on Corporate Governance

Sound Corporate Governance is a key driver of sustainable corporate growth and long-term value creation for the shareholders and protection of their interests. It is about promoting corporate transparency, accountability and it is an effective tool for ensuring and maintaining integrity of the management. Good corporate governance practices have always been an integral part of your company's philosophy and it is committed to achieving and maintaining the highest standard of corporate governance. Corporate Governance practices have to not only deal with the growing size of the business but also the increase in complexities of the organisation structure that supports such aggressive growth. In India, Corporate Governance standards for listed companies are regulated by the Securities & Exchange Board of India (SEBI) through Clause 49 of the Listing Agreement with the Stock Exchanges. Good corporate governance is an ongoing process for two reasons: to protect shareholders interest and to ensure that no shareholder benefits at the expense of others and the Board of Directors remain committed towards this goal.

A detailed Compliance Report in this regard is given below:

1. Company's Policy

The company perceives good corporate governance practices as an effective means for attaining higher corporate growth and long term shareholder value creation. The company firmly believes that its system and actions must be devoted for enhancing corporate performance and maximizing shareholder value in the long run. Our company treats the system of corporate governance not as a mere structure but as a way of corporate life.

2. Board of Directors

The Board of Directors of the Company is constituted in compliance with the Companies Act, 2013 and the Listing Agreement with the Stock Exchange.

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors which includes independent professionals. As on March 31, 2015, the Board of Directors of the company comprises of 6 Directors. Their details as on March 31, 2015 are as under:

Name	Category/ Designation	No. of outside Directorship and Committee membership/ Chairmanship				Inter se relationship between Directors
		Directorship [#]		Committee membership /Chairmanship [*]		
		Public Company	Private Company	Membership	Chairmanship	
Mr. Sanatan N. Munsif	Independent Director & Chairman	Nil	Nil	Nil	Nil	Nil
Mr. A. L. Sanghvi	Promoter Director, Non Executive Director & Vice Chairman	Nil	1	Nil	Nil	Nil
Mr. Mohib N. Khericha	Promoter Director, Managing Director	4	9	1	4	Husband of Mrs. Sofia M Khericha
Mrs. Sofia M Khericha	Promoter Director, Non Executive Woman Director	Nil	1	Nil	Nil	Wife of Mr. Mohib N Khericha
Mr. Deepak P. Singhvi	Independent Director	Nil	6	Nil	Nil	Nil
Mr. Ashok Kavdia	Independent Director	Nil	1	Nil	Nil	Nil

* Only Audit Committee and Shareholders/Investor Grievance/ Stakeholders Relationship Committee of public limited listed companies have been considered.

Outside Directorship of Directors does not include directorship in any foreign company.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year under review are as under:

Director	No. of Board Meetings		Last AGM attended
	Held	Attended	
Mr. Sanatan Munsif	11	4	No
Mr. A.L.Sanghvi	11	11	Yes
Mr. Mohib N. Khericha	11	11	Yes
Mr. Ashok Kavdia	11	11	Yes
Mr. Deepak Singhvi	11	3	No
Mrs. Sofia M Khericha*	4	4	No

* Mrs. Sofia M Khericha was appointed as Director on 30.09.2014 and thereafter only 4 board meetings were held during the year.

The Board of Directors met 11 times during the year on the following dates:

May 16, 2014, May 28, 2014, July 31, 2014, August 14, 2014, August 28, 2014, September 5, 2014, September 30, 2014, November 11, 2014, December 1, 2014, February 9, 2015 and March 19, 2015

The criteria of maximum time gap between any two consecutive meetings shall not exceed four months has been followed by the Company.

The Company placed before the Board various information including those specified under clause 49 of the Listing Agreement, as applicable from time to time.

Board Procedure

The annual calendar of Board Meetings is agreed upon at the beginning of the year. The agenda is circulated in advance to the Board Members. The items in the agenda are backed by the comprehensive background information to enable the Board to take appropriate decisions.

3. Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective codes have been made by the Directors and Senior Management of the Company. A declaration signed by the Managing Director to this effect is attached hereunder:

DECLARATION	
As provided under Clause 49(II)(E) of the Listing Agreement of the stock exchange, All Board Members and Senior Management Personnel have affirmed compliance with the code of conduct of the company for the year ended March 31, 2015.	
For Chartered Capital And Investment Limited	
Place : Ahmedabad	Mohib N. Khericha
Date : August 28, 2015	Managing Director

4. Notes on Director seeking Appointment/ Re-Appointment

Mrs. Sofia M Khericha, Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment. She is wife of Mr. Mohib N Khericha, Managing Director of the Company. Item/proposal seeking her re-appointment as director has also been incorporated in the Notice for the approval of the shareholders. The brief resume and other information required to be disclosed under this Section is provided in the Notes to Notice of the Annual General Meeting.

5. Audit Committee

The Audit Committee consists of total three members including two Independent Directors and one non-Independent Director. The Audit Committee is headed by Mr. Ashok Kavdia an Independent Director as Chairman and Mr. Sanatan N Munsif and Mr. A. L. Sanghvi as members of the Committee. The Company Secretary is the Secretary of the Audit Committee. All the current members of the Committee have relevant experience in financial matters and two members, including Chairman, of Committee, are members of the Institute of Chartered Accountants of India. The Chairman of the Audit Committee Mr. Ashok Kavdia attended last Annual General Meeting of the Company.

Composition of Audit committee

The Audit Committee of the company has been constituted with three directors, Viz.,

1. Mr. Ashok Kavadia - Chairman
2. Mr. A L Sanghvi - Member
3. Mr. Sanatan N Munsif - Member

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The committee met 4 times during the year i.e. May 28, 2014, August 14, 2014, November 11, 2014, and February 09, 2015 and the attendances of members of the committee were as follows:

Member	No. of Meetings	
	Held	Attended
Mr. Ashok Kavadia	4	4
Mr. A L Sanghvi	4	4
Mr. Sanatan .N. Munsif	4	4

Terms of Reference

Terms of reference of Audit Committee includes:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.
- to investigate into any matter in relation above items or as referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

6. Nomination & Remuneration Committee

As per the provisions of the Companies Act, 2013, Board of Directors of the Company has, at its meeting held on August 14, 2014, reconstituted & renamed the "Remuneration Committee" to "Nomination And Remuneration Committee" with revised terms of reference.

The Remuneration Committee consists of total three members including two Independent Directors and one non-Independent Director. As on March 31, 2015, the Nomination & Remuneration Committee was headed by Mr. Ashok Kavdia an Independent Director as Chairman and Mr. Sanatan N Munsif and Mr. A. L. Sanghvi as members of the Committee. The Company Secretary is the Secretary of the Committee.

The composition of the Remuneration Committee as on March 31, 2015 was as under:

- Mr. Ashok Kavdia - Chairman
- Mr. Sanatan N. Munsif - Member
- Mr. A.L. Sanghvi - Member

Brief Terms of reference of Nomination & Remuneration Committee:

The brief terms of reference of Nomination & Remuneration Committee are as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other senior employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- To recommend / review remuneration of the Managing Director(s) and Whole-time Director(s)/Executive Director(s) based on their performance and defined assessment criteria;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

The Managing Director's remuneration is in conformity with the existent laws and regulations and approved by the shareholders. He was paid a total remuneration of Rs.14,56,500 including provident fund. Detail of remuneration of Managing Director is as under:

Particulars	Amount (Rs.)
Basic Salary :	9,60,000
Perquisites/ Allowances :	4,80,000
Contribution to PF :	16,500
Total :	14,56,500

Apart from remuneration payable to Mr. Mohib N Khericha, Managing Director of the company, the Company does not pay any remuneration including bonus, stock options, pension, etc. to him or any other directors of the Company. Entire remuneration of Managing Director is fixed as per the terms of remuneration approved by shareholders. No performance linked incentive is being paid to the Managing Director or any other director of the Company. The appointment of Mr. Mohib N Khericha as Managing Director is for a period of five years with effect from April 1, 2014. The appointment is subject to termination by 3 months notice on either side. No severance fee is payable to the Managing Director. The remuneration paid to Mr. Mohib N Khericha for the financial year 2014-15 is as per the terms approved by the shareholders at the 28th Annual General Meeting of the Company held on September 30, 2014. No stock option has been ever granted to him.

Non-executive directors are not paid any sitting fee for attending any Board Meetings or any meetings of the committee thereof. There is no other pecuniary relationship or transaction of the non-executive directors' vis-à-vis the company.

Details of existing Shareholding of Non-Executive Directors are as under:

Name of Director	No of Equity Shares
Mrs. Sofia M Khericha	1,29,000
Mr. Sanatan N. Munsif	Nil
Mr. A. L. Sanghvi	50,000
Mr. Ashok Kavdia	Nil
Mr. Deepak P. Singhvi	Nil

During the Financial Year 2014-15, a meeting of the Nomination & Remuneration committee was held on August 28, 2014.

7. Stakeholders Relationship Committee

As per the provisions of the Clause 49 of Listing Agreement, Board of Directors of the Company has, at its meeting held on September 30, 2014, renamed the "Shareholder's/Investor's Grievance Committee" to "Stakeholders Relationship Committee" with same terms of reference.

The Stakeholders Relationship Committee consists of total three members including one Independent Director. The Stakeholders Relationship Committee is headed by Mr. Ashok Kavdia an Independent Director as Chairman and Mr. Mohib N Khericha and Mr. A. L. Sanghvi as members of the Committee.

As a measure of Good Corporate Governance and to focus on the shareholder's grievances and towards strengthening investor relations, a Stakeholders Relationship Committee has been constituted as a committee of the Board, to redress / minimize the grievance of shareholders/ Investors.

The functions of the committee are to specifically look in redressing investor's grievances pertaining to transfer of shares, dividends, dematerialisation of shares, replacement of lost/stolen/mutilated share certificates and any other related issues.

The committee comprises the following Directors namely:

1. Mr. Ashok Kavdia - Chairman
2. Mr. A.L. Singhvi - Member
3. Mr. Mohib N. Khericha - Member

During the year under review, no complaint was received or is pending from Shareholders/investors or Stock Exchange or SEBI. The Compliance officer of the Company is Mr. Manoj Kumar Ramrakhyani, Company Secretary of the Company. During the Financial Year 2014-15, the committee met 6 times and all the members attended all the meetings.

8. CEO/CFO Certification

The Managing Director and Chief Financial Officer of the Company have certified to the Board that:

- (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated, wherever applicable, to the auditors and the Audit committee
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

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- iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

The above certificate was placed before the Board at its meeting held on August 28, 2015.

9. Report on Corporate Governance

A separate section on Corporate Governance forms part of the Annual Report. The Company is in full compliance with all the provisions of clause 49 of Listing Agreement entered into with the Stock Exchange.

10. Compliance

The Company is fully compliant with the mandatory requirements as prescribed in Clause 49 of the Listing Agreement as applicable to the company till September 30, 2014. A Certificate from the Statutory Auditors confirming compliance with all the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchange is annexed herewith and forms part of this report. The Company would review implementation of other non-mandatory requirements of Corporate Governance code in due course of time.

With effect from October 1, 2014, provision of clause 49 is not mandatorily applicable to the company.

11. General Body Meeting

The location and time of the Annual General Meeting held during the last three years is as follows:

Date	Venue	Time
September 30, 2014	711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006	12:30 pm
September 30, 2013	711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006	11:30 am
September 29, 2012	711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006	11:00 am

No special resolution was passed at any of the above mentioned AGMs except the 4 special business at the last AGM held on September 30, 2014 details of which is mentioned hereunder:

- Reappointment of Mr. Mohib N Khericha as a Managing Director of the Company;
- Approval of borrowing powers of the company in excess of paid up capital and free reserves;
- Approval of creation of charge/mortgage etc on the properties of the company;
- Approval of investment in securities of other bodies corporate.

In addition, no special resolution was passed last year through postal ballot. In addition, no special resolution is proposed to be conducted through postal ballot in the ensuing AGM.

12. Disclosures

a. Disclosures on materially significant related party transactions

The Senior Management Personnel of the Company have disclosed to the Board that no material, financial and commercial transactions have been made during the year under review in which they have personal interest and which may have a potential conflict with the interest of the Company at large.

During the Financial Year 2014-15, there was no transaction of a materially significant nature with the promoters, the directors or the key managerial personnel, their relatives that may have potential conflict with the interest of the company at large.

Transactions with related parties during the year are disclosed in the notes forming part of accounts in the Annual Report.

There is no related party transaction during the year under review, except the remuneration paid to Mr. Mohib N Khericha, Managing Director of the Company. Related party transactions policy is available on website of the company.

b. Disclosure of Accounting Treatment

The Company has followed all the relevant /applicable Accounting Standards issued by the ICAI while preparing the financial statements.

c. Details of non-compliance etc by the company related to capital markets

The Company has complied with all requirements of the listing Agreement with the Stock Exchange as well as regulations and guidelines of SEBI. Except as mentioned hereunder, no penalty has been levied or stricture has been passed by SEBI, Stock Exchanges or any other regulatory authority on matters relating to the capital market in the last three years.

SEBI has vide its order dated May 13, 2015, in respect of Chartered Capital And Investment Limited in the matter of IPO of RDB Rasayans Limited, disposed off the matter without any further direction in the matter.

Our Company has filed an appeal against SEBI order May 13, 2015 with Hon'ble Securities Appellate Tribunal (SAT) for directing SEBI to remove remarks made against the Company and same is still pending.

d. Disclosure of Risk Management

Our risk management process is overseen by the Board of Directors. Our risk management approach and practices continued to focus on minimizing the adverse impact of risks on our business objectives and to enable the Company to leverage market opportunities based on risk-return parity. Our periodic assessment and monitoring of business risk and regulatory environment resulted in timely deployment of appropriate mitigation measures.

e. Whistle Blower Policy

The Company has formulated a vigil mechanism through Whistle Blower Policy dealing with the instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct. Same has been review by the Audit Committee of the Company. No complaint has been received under the policy during the year under view. In the opinion of the Board, there was no case where a person was denied access to Audit Committee.

f. Details of compliance with mandatory & non mandatory requirements.

The Company has adopted and complied with mandatory requirements as per Clause 49 of the Listing Agreement. The Company would review implementation of other non-mandatory requirements of Corporate Governance code in due course of time.

13. Means of Communication

- Half-yearly report sent to each household of shareholders : No
Quarterly Results: newspapers in which normally published : Financial Express (Eng & Guj)
Any website, where displayed : Yes, www.charteredcapital.net
Presentation made to Institutional Investors or to Analyst : No
Management Discussion & Analysis forms part of this Annual Report.

GENERAL INFORMATION FOR SHAREHOLDERS

a) Annual General Meeting

- Date : September 30, 2015
Time : 11:00 a.m.
Place : 711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380006

b) The financial calendar (tentative)

Financial reporting for:

- Quarter ending June 30, 2015 - On August 7, 2015
Half year ending September 30, 2015 - On or before November 14, 2015
Quarter ending December 31, 2015 - On or before February 14, 2016
Year ending March 31, 2016 - On or before May 30, 2016

c) Dates of Book closure : From Thursday, September 24, 2015 to Wednesday, September 30, 2015 (Both days inclusive) (for the purpose of Annual General Meeting of the Company)

d) **Dividend Payment date**

Not applicable (As no dividend is proposed for the financial year 2014-15)

e) **Registered Office:-**

711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad-380006

Branch Office at Mumbai:-

418-C, "215 Atrium", Andheri Kurla Road, Andheri (East), Mumbai-400059

f) The equity shares of the company are listed on the BSE Limited. The listing fees for the year 2015-2016 have been paid to the Stock Exchange where the shares of the Company are listed.

g) Stock Code : Bombay Stock Exchange : 511696

h) Demat ISIN Number for NSDL and CDSL : INE953B01010

CHARTERED CAPITAL AND INVESTMENT LIMITED

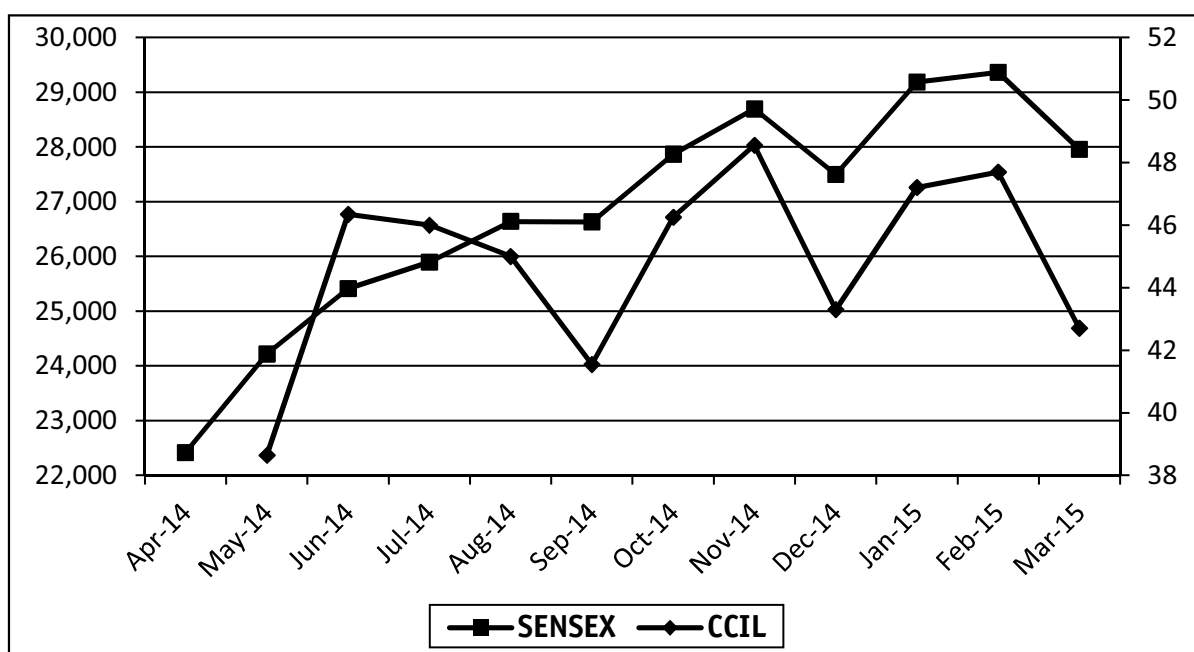
- i) Market price Data: High, Low during each month in last financial year i.e. April 1, 2014 to March 31, 2015 at Bombay Stock Exchange as below:

Month	Highest Price (Rs)	Lowest Price (Rs)
April 2014	No trade	No trade
May 2014	38.65	36.85
June 2014	50.60	39.95
July 2014	48.50	41.80
August 2014	50.50	37.00
September 2014	50.00	40.75
October 2014	46.50	42.10
November 2014	50.20	45.00
December 2014	52.90	42.30
January 2015	52.20	43.65
February 2015	49.00	45.00
March 2015	51.90	42.20

Source: www.bseindia.com

- j) **Stock Performance**

The comparison on the performance of the Company's share price vis-à-vis the BSE Sensex during the year 2014-15 is as under:



- k) **Registrar and Transfer Agents for Demat and Physical mode:**

Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078, Tel: 022-2594 6970, Fax: 022-2594 6969, Email: rnt.helpdesk@linkintime.co.in.

- l) **Registrars and Share Transfer System:**

The Company has appointed Link Intime India Private Limited, as Registrars and Share Transfer Agents. Share transfers in physical form, if any, are registered on a weekly basis and returned within a period of fifteen days provided all the documents are valid and complete in all respects. The authority to approve the share transfer/transmission lies with the Board through Stakeholders Relationship Committee of Directors.

m) **Distribution of Shareholding as on March 31, 2015**

No. of Shares	No. of Shareholders	% of shareholders	No. of Shares held	% of total Shares
Up to 500	560	79.32	83418	2.77
501-1000	63	8.92	55219	1.83
1001-2000	16	2.27	27548	0.91
2001-3000	11	1.56	27336	0.91
3001-4000	8	1.13	27163	0.90
4001-5000	8	1.13	39680	1.32
5001- 10000	12	1.70	85116	2.83
10001 and above	28	3.97	2666120	88.53
Total	706	100.00	3011600	100.00

Category of Shareholders as on March 31, 2015

Category	No. of shares held	% of Shareholding
Promoters	1865497	61.94
Mutual funds and UTI	Nil	Nil
Private Corporate Bodies	220794	7.33
Indian Public	887418	29.47
NRI/OCBs	2700	0.09
Any Other (Clearing House, Clearing Member etc)	35191	1.17
Total	3011600	100.00

n) **Dematerialization of shares and Liquidity:**

96.56 % of total paid up capital has been dematerialized as on March 31, 2015.

o) The company has not issue any GDRs/ADRs /Warrants or any convertible instruments.

Address for Correspondence:**Company**

Chartered Capital and Investment Limited,
711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006
CIN : L45201GJ1986PLC008577, Email : info@charteredcapital.net, investors@charteredcapital.net
Website : www.charteredcapital.net, Phone : 079-2657 5337, 2657 7571, Fax: 079-2657 5731

Share Transfer Agent

Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai-400078,
Tel: 022-2594 6970, Fax: 022-2594 6969, Email: rnt.helpdesk@linkintime.co.in.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

Chartered Capital and Investment Limited

We have examined the compliance of conditions of Corporate Governance by **CHARTERED CAPITAL AND INVESTMENT LIMITED** ("the Company") for the year ended March 31,2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mention listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mayank Shah & Associates
Chartered Accountants
Firm Registration No: 106109W

(M.S.SHAH)

Partner

Membership No. 44093

Ahmedabad

August 28, 2015

CHARTERED CAPITAL AND INVESTMENT LIMITED

ANNEXURE – E

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The members,
Chartered Capital and Investment Limited.
711, Mahakant,
Opp VS Hospital, Ellisbridge,
Ahmedabad – 380 006.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Chartered Capital and Investment Limited (CIN:L45201GJ1986PLC008577)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Chartered Capital and Investment Limited's books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minutes books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye- laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the company during the audit period)
 - d The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the company during the audit period)
 - e The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the audit period)
 - f The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the company during the audit period)
 - h The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the company during the audit period)
- (vi) Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:
 - a. SEBI (Merchant Bankers) Regulations, 1992
 - b. SEBI (Intermediaries) Regulations, 2008

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.(Not notified during the financial year and hence not applicable to the company during audit period)
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I further report that;

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that; during the audit period, there was no instance of

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

for **Nahidakhtar Vhora & Co.**
Company Secretaries

Nahidakhtar A. Vhora
(Proprietor)
M.No. 35492
CP. No.: 13187

Place : Ahmedabad
Date : August 28, 2015

CHARTERED CAPITAL AND INVESTMENT LIMITED

ANNEXURE-F

Particulars Pursuant to Section 197(12) of the Companies Act, 2013 and rule 5(1) of Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014:

- 1) Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year ended March 31, 2015:

Sr. No.	Executive Director	Remuneration (Rs. in lacs)	Median Remuneration* (Rs. in lacs)	Ratio
1	Mr. Mohib N Khericha, Managing Director	14.565	2.41	6.04

* excluding Executive Directors

- 2) Percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year:

Sr. No.	Director, CFO & Company Secretary	% increase in the remuneration in financial year
1	Mr. Mohib N Khericha, Managing Director	0.49%
2	Mr. Javed S. Saiyed, CFO	1.09%
3	Mr. Manoj Kumar Ramrakhyani, Company Secretary	0.70%

- 3) Percentage increase in median remuneration of employees in the financial year: -37.62%

- 4) The number of permanent employees on the rolls of the company as on March 31, 2015: 7

- 5) The Explanation on the relationship between average increase in remuneration and company performance:

Particulars	2014-15	2013-14
Total Income (Rs. in lacs)	313.58	226.41
Profit before depreciation and taxes (Rs. in lacs)	131.07	116.19
Profit (Loss) After Tax (Rs. in lacs)	71.11	97.01

The average increase in remuneration is associated with and driven by achievement of individual corporate goals set for employees, industry trends, inflation and financial performance of the Company.

- 6) Comparison of the remuneration to Key Managerial Personnel against the performance of the Company:

There was marginal increase in the remuneration of Key Managerial Personnel during the year under review. The increase in remuneration is not solely based on company performance but also includes various factors like individual performance, industrial trends, economic situation, future growth prospects etc. Average increase in remuneration of Key Managerial Personnel is based on Company's Remuneration Policy.

- 7) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last offer:

As per Quotes on BSE	As on March 31, 2015	As on March 31, 2014
Issued Share Capital (No. of Shares)	3011600	3011600
Market price of Equity Share of the Company (Rs.)	42.70	38.90
EPS (Rs.)	2.36	3.22
Price Earnings Ratio	18.09	12.08
Market Capitalization (Rs. in lacs)	1285.95	1171.51
Issue price at last public offer	20.00	
Increase / (decrease) in market price as on March 31, 2015 as compared to the issue price	22.70	
% Increase / (decrease)	113.50	

- 8) Average percentile increase already made in the salaries of the employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

The average increase in salaries of the employees other than Managerial Personnel in 2014-15 was 10% and average percentage increase in the Key Managerial Personnel Remuneration for the year was 0.90%. Salaries of the Key Managerial Personnel were increased marginally due to the tough time which Company was going through while other employees were given an average increase of 10% as per industrial trends in the region.

- 9) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

The comparison of the performance of the company and increase in the remuneration of the Key Managerial Personnel is given at point no. 5 & 2 respectively.

- 10) The key parameters for any variable components of remuneration availed by the Directors:

The directors are not being paid any variable remuneration.

- 11) The ratio of the remuneration of the highest paid director to that of the employees who are not director but receive remuneration in excess of the highest paid director during the year:

Not Applicable as none of the employees received the remuneration in excess of highest paid director of the company.

- 12) It is affirmed that the remuneration paid is as per the remuneration policy of the company.

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF CHARTERED CAPITAL AND INVESTMENT LIMITED****Report on the Financial Statements**

We have audited the accompanying financial statements of **CHARTERED CAPITAL AND INVESTMENT LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March, 2015 on its financial position in its financial statement – Refer Note 23 to the Financial Statements.
 - ii. The Company did not have any pending long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mayank Shah & Associates

Chartered Accountants

Firm Registration No: 106109W

M. S. SHAH

Partner

Membership No. 44093

Ahmedabad
May 29, 2015

CHARTERED CAPITAL AND INVESTMENT LIMITED

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets;
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) In respect of its inventories,
- (a) The Securities held as stock in trade have been verified by the Management with the statement of holdings provided by depository participants and brokers at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion, the procedure of confirmation of securities held as stock in trade followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business;
- (c) On the basis of our examination of the Company relating to securities held as stock in trade, in our opinion, the Company has maintained proper records of stock in trade and no material discrepancies between the book records and the statement of holding provided by brokers and other depository participants have been noticed;
- (iii) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Therefore, Provision of Clause (iii) (a) & (b) of the said order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of securities and fixed assets and with regard to sale of securities and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (v) The Company has not accepted any deposits from the public with the meaning of section 73 to 76 of the Act and rules framed there under.
- (vi) Company is engaged in service industry; hence clause (vi) is not applicable to the company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted /accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax/ Value Added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and material statutory dues wherever applicable have generally been regularly deposited during the year by the Company with the appropriate authorities. Further, According to the information and explanations given to us, no such undisputed amounts payable were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, details of dues towards Income Tax which have not been deposited by the Company on account of disputes are as follows,

Statement of Disputed Dues				
Name of the Statute	Nature of the Dues	Amount under dispute not yet deposited (Rs.)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961.	Income Tax	3,11,917	A.Y. 2008-09	Income tax Appellate Tribunal-Ahmedabad
Income Tax Act, 1961.	Income Tax	1,35,832	A.Y. 2009-10	Income tax Appellate Tribunal-Ahmedabad
Income Tax Act, 1961.	Income Tax	1,35,802	A.Y. 2010-11	Income tax Appellate Tribunal-Ahmedabad
Income Tax Act, 1961.	Income Tax	38,277	A.Y. 2011-12	Income tax Appellate Tribunal-Ahmedabad

According to the information and explanations given to us, there are no dues of Sales Tax, wealth tax, Service Tax, duty of customs, duty of Excise, Value Added Tax and cess which have not been deposited with the appropriate authorities on account of any dispute.

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (viii) The Company does not have any accumulated loss at the end of the financial year and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year;
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to a bank. Further, in our opinion and according to information and explanations given to us, the Company did not have any amount outstanding to financial institutions or debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instances of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

For Mayank Shah & Associates
Chartered Accountants
Firm Registration No: 106109W

Ahmedabad
May 29, 2015

M. S. SHAH
Partner
Membership No. 44093

CHARTERED CAPITAL AND INVESTMENT LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2015**

Particulars	NOTES	As at	
		31 March 2015 Amount Rs.	31 March 2014 Amount Rs.
EQUITY AND LIABILITIES			
1 Shareholder's funds			
Share Capital	2	30,116,000	30,116,000
Reserves & Surplus	3	193,816,250	186,760,901
2 Non-current liabilities			
Deferred Tax Liability (Net)	4	348,426	478,678
3 Current liabilities			
Short-term Borrowings	5	31,905,370	-
Other Current Liabilities	6	2,902,855	2,612,335
TOTAL		259,088,901	219,967,914

ASSETS**1 Non-current Assets**

Fixed Assets

Tangible Assets	7	3,439,298	4,090,157
Non-current Investments	8	93,643,030	75,666,776
Long-term Loans and Advances	9	17,135,000	8,030,000
Other Non-current Assets	10	40,808,729	103,498,127

2 Current Assets

Inventories	11	11,983,093	10,750,669
Trade Receivables	12	67,343	95,506
Cash and Bank Balances	13	74,163,573	9,114,604
Short-term Loans and Advances	14	3,038,300	166,666
Other Current Assets	15	14,810,535	8,555,409

TOTAL**259,088,901****219,967,914**

Significant Accounting Policies

1

Notes are an integral part of the financial statements

As per our report of even date attached
For Mayank Shah & Associates
Chartered Accountants
Firm Registration No. 106109W

(M.S.SHAH)

PARTNER

M. No. 44093

Ahmedabad

May 29, 2015

For AND ON BEHALF OF THE BOARD

(M.N. Khericha)
Managing Director
DIN:00010365

(A.L.Sanghvi)
Vice Chairman
DIN:00010733

(Manojkumar Ramrakhyani)
Company Secretary

(Javedmehdi S. Saiyed)
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31 MARCH 2015

Particulars	NOTES	Year 2014-15 Amount Rs.	Year 2013-14 Amount Rs.
INCOME			
Revenue from Operations	16	15,711,601	10,446,481
Other Income	17	15,645,985	12,194,362
Total Revenue		31,357,585	22,640,843
EXPENDITURE			
Net Loss on sale of Investment	18	7,867,854	-
Employee Benefit Expenses	19	4,479,799	5,269,604
Finance Costs	20	2,783,086	2,765,388
Depreciation and Amortisation Expense	21	568,791	289,016
Other Expenses	22	3,119,521	2,986,945
Total Expenses		18,819,050	11,310,953
Profit Before Tax		12,538,535	11,329,890
Tax Expenses			
Current Tax		5,434,362	1,375,000
Tax in respect of Earlier Years		97,009	253,569
Deferred Tax		(103,626)	(380)
		5,427,745	1,628,189
Profit for the year		7,110,789	9,701,701
Earning per Equity Share of Face Value of Rs. 10/- each			
Basic as well as Diluted Earning per Equity Share		2.36	3.22

Significant Accounting Policies 1

Notes are an integral part of the financial statements

As per our report of even date attached
For Mayank Shah & Associates
Chartered Accountants
 Firm Registration No. 106109W

(M.S.SHAH)
 PARTNER
 M. No. 44093
 Ahmedabad
 May 29, 2015

For AND ON BEHALF OF THE BOARD

(M.N. Khericha)
 Managing Director
 DIN:00010365

(A.L.Sanghvi)
 Vice Chairman
 DIN:00010733

(Manojkumar Ramrakhyani)
 Company Secretary

(Javedmehdi S. Saiyed)
 Chief Financial Officer

CHARTERED CAPITAL AND INVESTMENT LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31 MARCH 2015**

Particulars	Year 2014-15 Amount Rs.	Year 2013-14 Amount Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax and extra ordinary items	12,538,535	11,329,890
Adjustment for :		
Depreciation	568,791	289,016
Loss/(Profit) on sale of Investments	7,867,854	(2,702,440)
Finance Cost	2,783,086	2,765,388
Interest Income	(15,599,313)	(12,065,189)
Dividend Income	(5,656,139)	(4,561,675)
Sundry Balances Written off	11,235	-
Provision for diminution in value of Investment	147,927	-
Operating Profit before Working Capital changes	2,661,976	(4,945,010)
Adjustment for :		
Change in Trade Receivables	16,928	361,999
Change in Other Current Assets	(9,182,550)	(1,192,291)
Change in Inventories	(1,232,424)	(10,750,669)
Change in Other Payables	(65,759)	(442,112)
Cash generated from operations	(7,801,828)	(16,968,083)
Direct Taxes paid (Net of Returns)	(5,119,302)	(1,624,869)
Net Cash from operating activities (A)	(12,921,130)	(18,592,952)
B. CASH FLOW FROM INVESTING ACTIVITY		
Sale of Investment	400,728,795	71,451,492
Purchase of Investment	(426,720,829)	(14,472,774)
Dividend Income	5,656,139	4,561,675
Interest Income	15,599,313	12,065,189
Purchase of Fixed Assets	-	(81,903)
Net Cash Generated from investing activities (B)	(4,736,583)	73,523,679
C. CASH FLOW FROM FINANCE ACTIVITY		
Borrowing (Net) (Secured & unsecured loans)	31,905,370	(36,819,873)
Finance Cost	(2,783,086)	(2,765,388)
Increase in Non-current Assets	(12,763,888)	(14,032,912)
Net Cash from financing activities (C)	16,358,396	(53,618,173)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(1,299,317)	1,312,554
Cash & Cash Equivalents at the beginning of the year	2,114,604	802,050
Cash & Cash Equivalents at the end of the year	815,287	2,114,604

As per our report of even date attached

For Mayank Shah & Associates

Chartered Accountants

Firm Registration No. 106109W

(M.S.SHAH)

PARTNER

M. No. 44093

Ahmedabad

May 29,2015

For AND ON BEHALF OF THE BOARD**(M.N. Khericha)**

Managing Director

DIN:00010365

(A.L.Sanghvi)

Vice Chairman

DIN:00010733

(Manojkumar Ramrakhyani)

Company Secretary

(Javedmehdi S. Saiyed)

Chief Financial Officer

1. Significant Accounting Policies:**1.1 Basis of Preparation of Financial Statements****a) Basis of Accounting**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] of the Companies Act, 1956 and the other relevant provisions of the Companies Act, 2013.

b) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any revisions to accounting estimates are recognised prospectively in current and future periods.

c) Current / Non Current Classification

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between acquisition of assets for processing and their realization in cash and cash equivalents, The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

1.2 Fixed Assets and Depreciation / Amortization**a) Tangible Fixed Assets**

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Tangible Assets comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use.

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation on tangible fixed assets of the company is provided using Straight Line Method on pro-rata basis at rates and in manner specified in Schedule II of the Companies Act, 2013.

b) Impairment

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the asset exceeds the recoverable amount. An impairment loss is charged to the statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

1.3 Investments

Investments are classified into current and non-current investments. Investments that are readily realizable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as non-current investments.

Current investments are carried at the lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

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Non-current investments are stated at cost. A provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is recognised in the Statement of Profit and Loss.

1.4 Inventories

Securities acquired with the intention of short-term holding and trading position is disclosed as stock-in-trade.

Securities held as stock-in-trade are valued at lower of cost or market value.

1.5 Revenue Recognition

Revenue is recognised when there is a reasonable certainty of its ultimate realisation.

Merchant Banking Activities fees are accounted on accrual basis in accordance with the terms and contracts entered into between the company and the counterparty.

Consultation fees are accounted on accrual basis depending upon progress of assignment.

Income from trading in Securities comprises of Profit/loss on sale of securities held as stock-in-trade. Profit/loss on sale of Securities is determined on FIFO Basis.

Profit/Loss on equity/ derivative transactions is accounted for on final settlement or squaring-up of contracts for Equity Index/Stock Futures, the profit or loss is calculated as difference between settlement/squaring-up price and contract price and as on the balance sheet date, the debit balance in the "Mark-to-Market Margin – Equity Index/Stock Futures Account", being anticipated loss, is recognised in the profit and loss account. When the Option contracts are squared-up before expiry of the options, the premium prevailing on that date is recognised in profit and loss account. On expiry of the contracts and on exercising the options, the difference between final settlement price and the strike price is transferred to the profit and loss account.

Dividend Income is recognised when the right to receive payment is established.

Profit/Loss earned on sale of Investments is recognised on trade date basis. Profit/Loss on sale of Investments is determined based on the weighted average cost of the Investments sold.

Interest income is recognised on accrual basis.

1.6 Employee Benefits

a) Short Term Employees Benefit

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus, short term compensated absences, ex-gratia, etc. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

b) Post Employment Benefit

Defined Contribution Plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme and Employees' State Insurance Corporation (ESIC) which are a defined contribution plan. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

Defined Benefit Plans:

The Payment of Gratuity Act is not applicable to company since numbers of eligible employees are less than requisite number.

Termination Benefits:

Termination Benefits are charged to the Statement of Profit and Loss in the year of accrual.

1.7 Borrowing Cost

Borrowing costs attributable to the acquisition, construction or production of qualifying assets, are added to the cost of those assets, upto the date when the assets are ready for their intended use. All other borrowing costs are expensed in the period they occur.

1.8 Provisions and Contingencies

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

A contingent liability exists when there is a possible but not probable obligation or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

1.9 Taxes on Income

Income tax expenses comprise current and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws and after considering credit for Minimum Alternate Tax (MAT) available under the said Act. MAT paid in accordance with the tax laws which gives future economic benefits in the form of adjustments to future tax liability, is considered as an asset if there is convincing evidence that the future economic benefit associated with it will flow to the Company resulting in payment of normal income tax.

Deferred tax is recognised on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that there is a reasonable certainty that there will be sufficient future taxable income will be available against which these can be realised. However if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

1.10 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after deducting preference dividends and attributable taxes by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

1.11 Cash and Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amount of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

1.12 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31 MARCH 2015

Particulars	As at 31 March 2015 Amount Rs.	As at 31 March 2014 Amount Rs.
2 Share Capital		
Authorised:		
70,00,000 (31 March 2014 : 70,00,000) Equity shares of Rs.10/- each	70,000,000	70,000,000
	<u>70,000,000</u>	<u>70,000,000</u>
Issued, Subscribed & Fully Paid-up:		
30,11,600 (31 March 2014 : 30,11,600) Equity shares of Rs.10/- each	30,116,000	30,116,000
TOTAL RS.	<u><u>30,116,000</u></u>	<u><u>30,116,000</u></u>

2.1 Reconciliation of the number of shares

Particulars	As at 31st March, 2015 No. of Shares	As at 31st March, 2014 No. of Shares
Equity Shares		
Opening Balance	3,011,600	3,011,600
Issued During the Year	Nil	Nil
Closing Balance	<u><u>3,011,600</u></u>	<u><u>3,011,600</u></u>

2.2 Rights, preferences and restrictions attached to Equity Shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each share holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

2.3 Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares	% held	No. of Shares	% held
Mr. Mohib N. Khericha	1,686,497	56.00	1,686,497	56.00

Particulars	As at 31 March 2015 Amount Rs.	As at 31 March 2014 Amount Rs.
3 Reserves & Surplus		
a) Securities Premium Account		
At the commencement and at end the end of the year (Premium on issue of Equity Shares)	15,116,000	15,116,000
b) General Reserve		
At the commencement and at end the end of the year	9,533,107	9,533,107
c) Surplus in the Statement of Profit and Loss		
At the commencement of the year	162,111,794	152,410,093
Add: Profit for the year	7,110,789	9,701,701
Less : Additional Depreciation (net of tax of Rs.26,627/-) pursuant to enactment of Schedule II of the Companies Act, 2013 (Refer Note No.7.1)	(55,441)	-
At the end the end of the year	<u>169,167,143</u>	<u>162,111,794</u>
TOTAL RS.	<u><u>193,816,250</u></u>	<u><u>186,760,901</u></u>

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Particulars	As at 31 March 2015 Amount Rs.	As at 31 March 2014 Amount Rs.
4 Deferred Tax Liabilities (Net)		
Difference between tax depreciation and book depreciation	348,426	478,678
TOTAL RS.	348,426	478,678
5 Short-term Borrowings		
Secured:		
Bank Over Draft (Secured by Fixed Deposits in the name of the Company)	31,905,370	-
TOTAL RS.	31,905,370	-
6 Other Current Liabilities		
Statutory Dues (Note 6.1)	45,069	53,811
Other Payables (Note 6.2)	2,501,507	2,558,524
Provision for IncomeTax	356,279	-
6.1 Statutory Dues represents amounts payable towards Service Tax and TDS etc.		
6.2 Includes Brokerage of Rs.21,12,623(P.Y. 21,12,623) due to legal case pending.		
TOTAL RS.	2,902,855	2,612,335

7 Fixed Assets

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK			
	As At 01/04/2014	Addition during the Year	Deductions during the Year	As At 31/03/2015	As On 01/04/2014	Addition during the Year	Adjustments (Refer Note 7.1)	Deductions During the Year	As At 31/03/2015	As At 31/03/2015	As At 31/03/2014
Tangible Assets											
1 Office Building	1,853,230	-	-	1,853,230	603,820	29,285	-	-	633,105	1,220,125	1,249,410
2 Furniture & Fixtures	2,849,094	-	-	2,849,094	642,862	349,072	-	-	991,934	1,857,160	2,206,232
3 Office Equipments	407,540	-	-	407,540	86,209	165,231	2,493	-	253,933	153,607	321,331
4 Electrical Installation	199,193	-	-	199,193	19,690	21,906	-	-	41,596	157,597	179,503
5 Computer Equipments	567,763	-	-	567,763	444,955	-	79,575	-	524,530	43,233	122,808
6 Vehicles	36,065	-	-	36,065	25,192	3,298	-	-	28,490	7,575	10,873
Total Rs.	5,912,885	Nil	Nil	5,912,885	1,822,728	568,791	82,068	Nil	2,473,587	3,439,298	4,090,157
Previous Year Total	5,830,982	81,903	Nil	5,912,885	1,533,712	289,016	Nil	Nil	1,822,728	4,090,157	4,297,270

7.1 Depreciation on tangible fixed assets of the company is provided using Straight Line Method on pro-rata basis at rates and manner specified in Schedule II of the Companies Act, 2013. Accordingly the unamortised carrying value is being depreciated/amortised over the revised/remaining useful lives. The value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted (Net of Deferred tax Rs.26,627), in the opening balance of profit and Loss Account amounting to Rs.55,441.

7.2 From 1st April, 2014, new Companies Act, 2013 has come into force and as per the Schedule II of the Companies Act, 2013; company has revised the useful life of company's fixed assets for providing depreciation on it. Accordingly, carrying amount as on 1st April, 2014 has been depreciated over the remaining revised useful life of the fixed assets. Due to this change the depreciation for the year ended 31st March, 2015 is higher and profit before tax is lower to the extent of Rs. 2.77lacs.

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PARTICULARS	As At 31 March 2015		As At 31 March 2014	
	Nos.	Amount Rs.	Nos.	Amount
8 Non-current Investments				
(valued at cost unless stated otherwise)				
Trade Investments (un-quoted)				
Investment in partnership firm				
96% (31 March 2015 : 96%) share in the partnership firm Shabina enterprise	-	2,973,314	-	2,973,314
Total Trade Investments (A)		2,973,314		2,973,314

Details of Investment in Shabina Enterprise - Partnership Firm

Name of the Partner and Share in Profits	31 March 2015	31 March 2014
Chartered capital and investment limited	96%	96%
Mohib N. Khericha	1%	1%
Sofia Mohib Khericha	1%	1%
Amritlal R. Sanghvi HUF	1%	1%
Sumitra A. Shanghvi	1%	1%
Total capital of the firm (Amount in Rs.)	3,097,200	3,097,200

Other Investments

In Equity Shares (quoted, fully paid up)

Adani Port and Special Economic Zone Limited of Rs. 2/- each	39,580	6,576,861	39,580	6,576,861
Antarctica Limited of Rs. 2/- each	5,300	87,590	5,300	87,590
Ashoka Buidcon Limited of Rs. 5/- each	7,500	835,514	7,500	835,514
Bajaj Corp Limited .of Rs.1/- each	1,350	311,230	1,350	311,230
BGR Energy Systems Limited of Rs. 10/- each	1,049	891,095	1,049	891,095
TGB Banquets & Hotels Limited of Rs. 10/- each	78,408	2,741,623	78,408	2,741,623
Capital First Limited Rs.10/- each	1,007	1,077,916	1,007	1,077,916
Coal India Limited of Rs. 10/- each	2,200	798,794	10,000	2,614,806
DQ Entertainment Limited of Rs. 10/- each	14,919	2,111,007	14,919	2,111,007
DCM Limited of Rs. 10/- each	102,000	7,187,850	102,000	7,187,850
Electrosteel steel Limited of Rs. 10/- each	191,280	2,198,426	191,280	2,198,426
Gujarat Mineral Development Corporation Limited of Rs. 2/- each	78,633	6,712,996	78,633	6,712,996
Gravita India Limited of Rs. 2/- each	410	23,727	410	23,727
Gujarat Industries Power Corporation Limited of Rs. 10/- each	33,300	2,264,400	33,300	2,264,400
Gujarat Pipava Limited of Rs. 10/- each	2,000	106,708	2,000	106,708
Hitech Gears Limited of Rs. 10/ each	4,000	1,376,945	-	-
IL & FS Transportation Networks Limited of Rs. 10/- each	26,176	6,366,259	20,557	5,804,359
Inoxwind Limited Rs.10/- each	43,217	15,022,168	-	-
Industrial Finance Corporation of India Limited of Rs. 10/- each	50,000	1,766,414	50,000	1,766,414
J D Orgochem Limited Rs. 1 each	900	121,500	900	121,500
Jain Irrigation System Limited	719	-	719	-
Jyothi Laboratory Limited of Rs. 1/- each	6,000	523,446	6,000	523,446
Kolte-Patil Developers Limited of Rs. 10/- each	12,500	1,337,906	12,500	1,337,906
L & T Finance Holding Limited of Rs. 10/- each	107,500	7,995,208	7,500	336,028
Lippi Systems Limited of Rs. 10/- each	7,100	4,658	7,100	4,658
Moil Limited of Rs. 10/- each	4,000	2,199,472	4,000	2,199,472

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PARTICULARS	As At 31 March 2015		As At 31 March 2014	
	Nos.	Amount Rs.	Nos.	Amount
Muthoot Finance Limited of Rs. 10/- each	2,000	397,349	2,000	397,349
NHPC Limited of Rs. 10/- each	76,414	3,311,469	76,414	3,311,469
NTPC Limited of Rs. 10/- each	3,352	498,353	3,352	498,353
Pratiksha Chemicals Limited of Rs. 10/- each	3,400	36,000	3,400	36,000
Prism Cement Limited of Rs. 10/- each	48,700	469,745	48,700	469,745
Refinol Resin & Chemicals Limited of Rs. 10/- each	19,210	189,236	19,210	189,236
Reliance Industries Limited of Rs. 10/- each	8,804	3,075,276	8,804	3,075,276
Reliance Power Limited of Rs. 10/- each	720	173,404	720	173,404
S. Kumar Nationwide Limited of Rs. 10/- each	10,000	252,964	10,000	252,964
Tirupati Foams Limited of Rs. 10/- each	50,000	1,800,000	50,000	1,800,000
T D Power Systems Limited of Rs. 10/- each	1,134,252	2,488,446	1,134,252	2,488,446
Tv 18 Broadcast limited	3,465	130,845	3,462	130,845
TCI Finance Limited of Rs. 10/- each	27,000	73,170	27,000	73,170
Network 18 Media & Investment Limited of Rs. 5/- each	662	70,536	662	70,536
Zee Learn Limited of Rs. 1/- each	821	-	821	-
		83,606,506		60,802,325
In Equity Shares (un-quoted, fully paid up)				
Arrow Macca Ltd of Rs. 10/- each	6,500	66,360	6,500	66,360
Cana Glass Limited of Rs. 10/- each	7,600	103,832	7,600	103,832
Chartered Motors P. Ltd of Rs. 10/- each	102,225	2,044,500	102,225	2,044,500
Credence Sound & vision limited of Rs. 2/- each	60,000	42,000	60,000	42,000
Dairy Den Ltd. Of Rs. 10/- each	18	12,635	18	12,635
Frontline Corporation Limited of Rs. 10/- each	100	1,020	100	1,020
G M Bell Healthcare Ltd of Rs. 10/- each	-	-	180,000	4,680,000
Indiatatia Refcon Ltd. of Rs. 10/- each	19,500	14,625	19,500	14,625
Janzen Cast Metal Ltd. of Rs. 10/- each	5,000	51,050	5,000	51,050
NEPC Agro Foods Limited of Rs. 10/- each	31,333	824,667	31,333	824,667
NEPC Textile Limited of Rs. 10/- each	11,474	356,206	11,474	356,206
Preyanshu Exports Ltd. of Rs. 10/- each	5,500	84,242	5,500	84,242
Purohit Construction Ltd of Rs. 10/- each	6,000	96,000	6,000	96,000
Simandhar Finance Limited of Rs. 10/- each	1,400	14,000	1,400	14,000
Tirupati Shetters Ltd. of Rs. 10/- each	50,000	500,000	50,000	500,000
Less : Provision for diminution in value		(147,927)		-
		4,063,210		8,891,137
In Mutual Funds (un-quoted)				
IDFC Mutual Fund	100,000	1,000,000	100,000	1,000,000
DSP Black Rock Focus Fund 25	100,000	1,000,000	100,000	1,000,000
Reliance Small Cap Fund	100,000	1,000,000	100,000	1,000,000
		3,000,000		3,000,000
Total Other Investments (B)		90,669,716		72,693,462
Total Non-current Investments (A+B)		93,643,030		75,666,776
Aggregate amount of quoted investments		83,606,506		60,802,325
Market Value of quoted investments		491,547,366		363,128,800
Aggregate amount of un-quoted investments		10,036,524		14,864,451
Aggregate value of Diminution in value on investment		147,927		-

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Particulars	As at 31 March 2015 Amount Rs.	As at 31 March 2014 Amount Rs.
9 Long Term Loans and Advances		
(Unsecured, considered good)		
Security Deposit	10,000	10,000
Other Loans and Advances*	17,125,000	8,020,000
* Includes Advances to others & Prepaid SEBI fees		
TOTAL RS.	17,135,000	8,030,000
10 Other Non-current Assets		
(Unsecured, considered Good)		
Bank Deposits		
-Maturing after 12 months from the reporting date	40,548,729	103,238,127
Cash Balance - Seized by Income Tax Department	260,000	260,000
TOTAL RS.	40,808,729	103,498,127
11 Inventories		
(Lower of Cost or Net Realisable Value)		
Closing Stock of Bonds	11,983,093	10,750,669
TOTAL RS.	11,983,093	10,750,669
12 Trade Receivables		
(Unsecured, considered good)		
Outstanding for a period exceeding six months from the date they are due for Payment	-	-
Other Receivables	67,343	95,506
TOTAL RS.	67,343	95,506
13 Cash and Bank Balances		
Cash and Cash Equivalents		
Cash on Hand	141,445	137,948
Balances with Bank	673,842	1,976,656
	815,287	2,114,604
Other Bank Balances		
Balances with Bank		
Bank deposit with maturity more than 3 month but less than 12 months	73,348,286	7,000,000
TOTAL RS.	74,163,573	9,114,604
14 Short Term Loans and Advances		
(Unsecured, Considered good)		
Advances recoverable in Cash or in Kind	3,038,300	166,666
TOTAL RS.	3,038,300	166,666
15 Other Current Assets		
(Unsecured, Considered good)		
Advance Tax (Net of Provision for Income-tax)	-	55,790
Interest accrued on Fixed Deposits	14,810,535	8,499,619
TOTAL RS.	14,810,535	8,555,409

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Particulars	2014-15 Amount Rs.	2013-14 Amount Rs.
16 Revenue from Operations		
Sale of Services		
Merchant Banking Fees	1,163,750	4,730,000
Income/(Loss) from Traded Securities (Refer Note-16A)	90,625	(1,580,974)
Income/(Loss) from Dealing in Derivatives	8,801,087	33,340
	10,055,462	3,182,366
Other Operating Income		
Profit/(Loss) on Sale of Investments	-	2,702,440
Dividend Income	5,656,139	4,561,675
	5,656,139	7,264,115
TOTAL RS.	15,711,601	10,446,481
16A Income/(Loss) from Traded Securities		
Opening stock	10,750,669	-
Add: Purchase of Bonds	9,009,057	18,004,553
Less: Sale of Bonds	7,867,258	5,672,910
Less: Closing Stock	11,983,093	10,750,669
	90,625	(1,580,974)
17 Other Income		
Interest Income	15,599,313	12,065,189
Brokerage Income	46,672	129,173
TOTAL RS.	15,645,985	12,194,362
18 Net Loss on sale of Investment		
Loss from Short Term Investments(Net)	11,463,572	-
(Gain) from Long Term Investments	(3,595,719)	-
TOTAL RS.	7,867,854	-
19 Employee Benefit Expenses		
Salaries, wages and bonus	2,831,333	3,635,473
Director remuneration & allowance	1,456,500	1,449,360
Contribution to provident and other fund (Refer Note 26)	124,168	129,546
Staff welfare expenses	67,798	55,225
TOTAL RS.	4,479,799	5,269,604
20 Finance Costs		
Bank charges	5,738	7,349
Interest Expenses	2,777,348	2,758,039
TOTAL RS.	2,783,086	2,765,388

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Particulars	2014-15 Amount Rs.	2013-14 Amount Rs.
21 Depreciation & Amortisation Expense		
Depreciation on Tangible Assets (Refer Note No. 7)	568,791	289,016
TOTAL RS.	568,791	289,016
22 Other Expenses		
Advertisement Exp.	30,731	34,490
Conveyance & Vehicle Expenses	360,578	306,294
Demat Expenses	6,566	17,016
Electricity Expenses	74,161	70,997
Legal and Professional Fees \$	757,201	1,490,170
Misc. Expenses *	427,451	96,086
Office Expenses	23,884	19,475
Postage and Telephone Expenses	152,383	143,655
Rent, Rates & Taxes	182,306	165,948
Repairs to Building	30,263	28,844
Security Transaction tax	734,331	140,437
Stationery & Printing Expenses	23,059	32,254
Sub. Membership & Reg.Fees	298,125	406,676
Travelling Expenses	15,986	32,108
Insurance Expenses	2,495	2,495
TOTAL RS.	3,119,521	2,986,945

* Includes Provision for Diminution of Shares Rs. 1,47,927(Previous Year Nil).

\$ Auditor's Remuneration (Including Service Tax) as below :

Particulars	2014-15 Amount Rs.	2013-14 Amount Rs.
Audit Fees	28,090	28,090

23. Contingent Liabilities not provided in respect of:

Nature of Liabilities	Amount (Rs.)	
	2014-15	2013-14
a. Disputed matters in appeals/contested in respect of:		
Income Tax	6,21,828	6,21,828

Future cash outflows in respect of the above are determinable only on receipt of Judgments /decisions pending with various forums/authorities. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

Subsequent developments after SEBI's order in the matter of IPO of RDB Rasayans Limited

In the matter of IPO of RDB Rasayans Limited, SEBI issued Show Cause Notice (“SCN”) dated July 18, 2014 against Chartered Capital And Investment Limited under Regulation 28(1) of Securities and Exchange Board of India (Intermediaries) Regulations, 2008 which Was replied by the Company within the prescribed time. Finally, SEBI has vide its order dated May 13, 2015, disposed off the matter without any further direction against the Company in the matter. It will have no implications on the financial position of the Company.

24. Related Party Disclosure

a) Names of related parties and nature of relationship

I. Key Management Personnel and their relatives (KMP)

1. Shri Sanantan Munsif Chairman
2. Shri Mohib Khericha Managing Director
3. Shri A. L. Sanghvi Vice Chairman

II. Enterprise under significant influence of key management personnel(Enterprise)

- (i) Shabina Enterprise.
- (ii) TD Power Systems Limited
- (iii) Sapphire Finman Services Private Limited (Up to 01/01/2015)
- (iv) Sapphire Finman Services LLP (From 02/01/2015)
- (v) Laburnum Chemicals Private Limited

b) Transactions with related parties

Related party disclosure	Relationship	For the year 31/03/2015	For the year 31/03/2014
Remuneration			
Shri Mohib Khericha	KMP	14,56,500	14,49,360
Investments at the year ended (at cost)			
Shabina Enterprise	Enterprise	29,73,314	29,73,314
TD Power Systems Limited	Enterprise	24,88,446	24,88,446

Notes:-

- (i) No amounts pertaining to related parties have been provided for as doubtful debts. Also no amounts have been written off or written back during the year.

25. Segment Reporting:

The company is engaged in the business of providing consultancy services and merchant banking services in India and there are no separate reportable primary or secondary segments as per Accounting Standard 17 Segment Reporting issued by the ICAI.

26. Employees’ Benefits

(a) Defined Benefit Plan :

The Payment of Gratuity Act is not applicable to company since numbers of eligible employees are less than requisite number.

(b) Defined contribution plan :

The Company has recognized the following amount in Profit and Loss Account which is included under contribution to funds.

Particulars	2014-15 Amount Rs.	2013-14 Amount Rs.
Employer’s contribution to provident fund	1,40,668	138,906

CHARTERED CAPITAL AND INVESTMENT LIMITED

27. Earning Per Equity share (EPS)

Particular	31 March 2015	31 March 2014
Profit (Loss) after tax	71,10,789	9,701,701
Weighted average number of equity shares	3,011,600	3,011,600
Basic and Diluted EPS	2.36	3.22
Nominal Value per share	10	10

28. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006. There are no Micro, Small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at 31st March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the company.
29. Activity in foreign currency:
Expenditure & Income in foreign currencies – Nil
30. Investments of the Company have been considered by the management to be of long-term nature and hence they are valued at cost of acquisition. In respect of quoted investments where the market value is lower than the acquisition cost, provision is made for diminution in the value of such investments, since in the opinion of the board it is a other than temporary phenomenon and provision is necessary.
31. The company has been exempted from registration with Reserve Bank of India under Section 45 IA of Reserve Bank of India Act, 1934.
32. Previous year's figures have been rearranged and reclassified wherever necessary to correspond with the current year.

As per our report of even date attached
For Mayank Shah & Associates
Chartered Accountants
Firm Registration No. 106109W

(M.S.SHAH)
PARTNER
M. No. 44093
Ahmedabad
May 29, 2015

For AND ON BEHALF OF THE BOARD

(M.N. Khericha)
Managing Director
DIN:00010365

(A.L.Sanghvi)
Vice Chairman
DIN:00010733

(Manojkumar Ramrakhyani)
Company Secretary

(Javedmehdi S. Saiyed)
Chief Financial Officer

CHARTERED CAPITAL AND INVESTMENT LIMITED

REGISTERED OFFICE: 711, Mahakant, Opp.V.S. Hospital, Ellisbridge, Ahmedabad-380 006.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 29th Annual General Meeting of the Company held on **Wednesday, September 30, 2015**, at **11.00 a.m.** at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad – 380006.

Folio No _____ DP ID No.* _____ Client ID No.* _____

*Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Member's / Proxy's Signature

CHARTERED CAPITAL AND INVESTMENT LIMITED

711, Mahakant, Opp. V S Hospital, Ellisbridge, Ahmedabad- 380006

CIN : L45201GJ1986PLC008577, Email : info@charteredcapital.net, investors@charteredcapital.net

Website : www.charteredcapital.net, Phone : 079-2657 5337, 2657 7571, Fax: 079-2657 5731

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

29th ANNUAL GENERAL MEETING ON SEPTEMBER 30, 2015

Name of the Member(s) : _____

Registered address : _____

E-Mail Id : _____

Folio No./Client ID : _____

DP ID : _____

I/We, being the holder(s) of _____ equity shares of Chartered Capital And Investment Limited, hereby appoint

1. Name : _____

Address : _____

E Mail ID : _____ Signature: _____ or failing him

2. Name : _____

Address : _____

E Mail ID : _____ Signature: _____ or failing him

3. Name : _____

Address : _____

E Mail ID : _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on **Wednesday, September 30, 2015, at 11.00 a.m.** at the registered office of the company at 711, Mahakant, Opp. V. S. Hospital, Ellisbridge, Ahmedabad – 380006 and at any adjournment thereof in respect of such resolutions as are indicate below:

Sr. No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Adoption of Annual Accounts of the Company for the year ended March 31, 2015. (Ordinary Resolution)		
2.	Re-appointment Non-executive Director Mrs. Sofia M Khericha as Director liable to retire by rotation. (Ordinary Resolution)		
3.	Re-appointment of M/s Mayank Shah & Associates, Chartered Accountants, Ahmedabad as Auditors and fix their remuneration. (Ordinary Resolution)		

Signed this _____ day of _____ 2015

Signature of Shareholder : _____

Signature of Proxyholder(s) : _____

Note:

- This form in order to be effective should be deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting duly completed and signed.
- For resolutions, Explanatory Statement and notes, please refer to Notice of the 29th Annual General Meeting.

Affix
Re.1/-
Revenue
Stamp

By Registered Post / Speed Post / Courier

TO, _____

If undeliverd please return to :

Chartered Capital And Investment Limited

Registered Office : 711, Mahakant, Opp. V.S. Hospital,
Ellisbridge, Ahmedabad-380 006

CIN : L45201GJ1986PLC008577